MARVEL MASTERWORKS

MARVEL TEAM-UP

VOLUME 7

MARVEL TEAM-UP Nos. 65-77

CHRIS CLAREMONT & JOHN BYRNE

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PRESENTS

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COLLECTING

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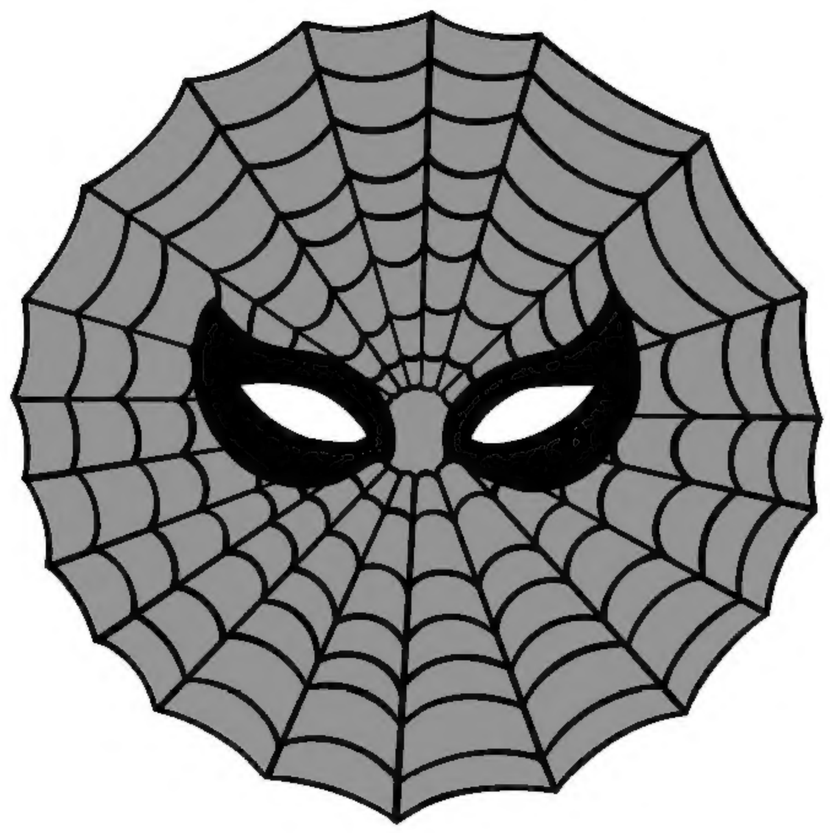

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MARVEL MASTERWORKS

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Nos. 65-77

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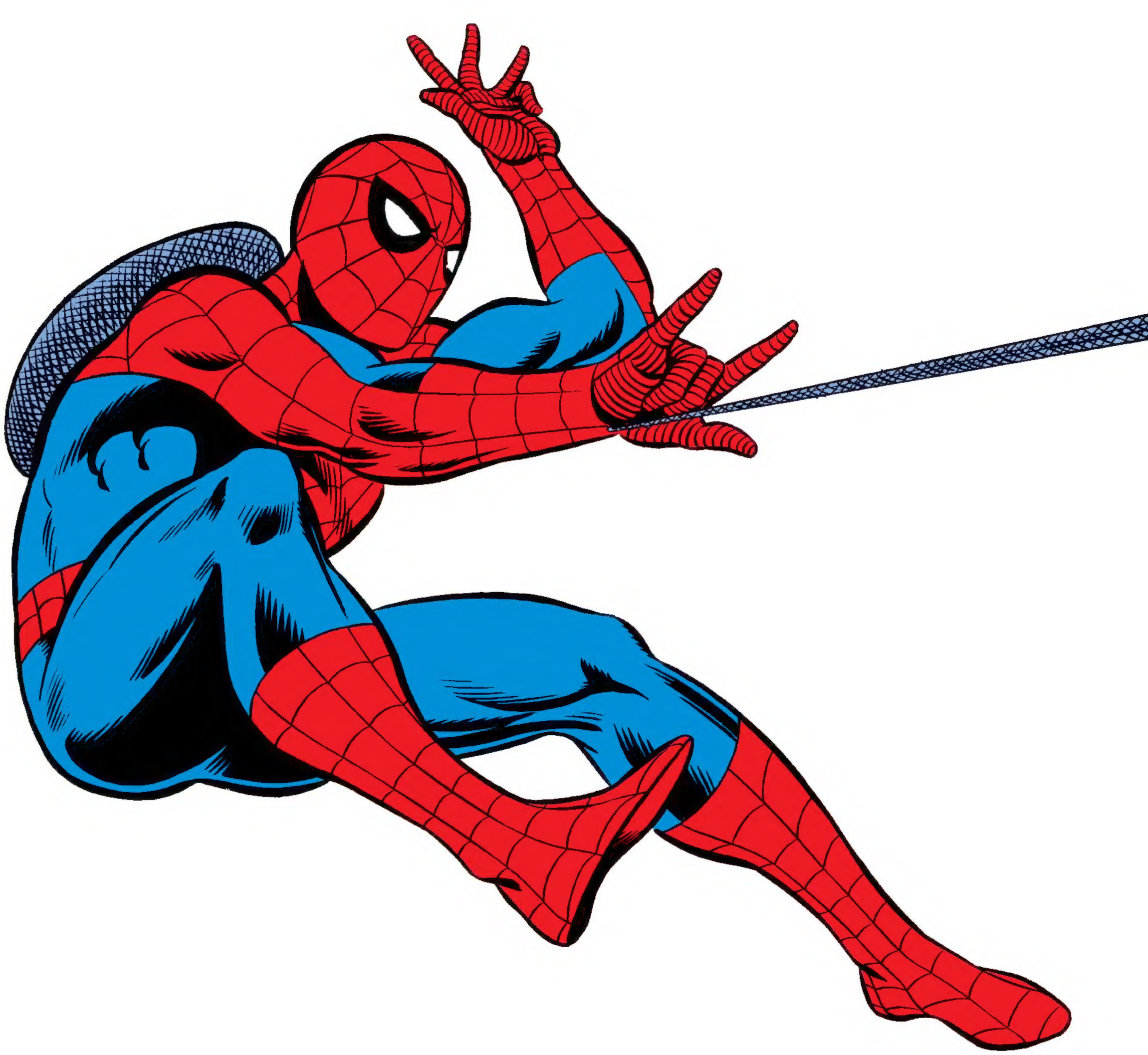

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INTRODUCTION
BY CHRIS CLAREMONT

The concept of *Marvel Team-Up* is a great idea.

Take Marvel's premier character—*Spider-Man*—and every month, have him team-up with another character in the pantheon. A major player, such as Thor, God of Thunder, one month; someone altogether different, such as Man-Thing, the next.

From this writer's perspective, the concept is both intensely challenging and way-*way* cool. Dealing with an Asgardian god is relatively simple, once one gets past Thor's relatively…distinct manner of speech—but consider Man-Thing: A non-sentient creature who responds solely to the emotions of those around "him." To comprehend the dynamics here, all one has to do is look at the character's classic tagline: "Whoever knows fear, burns at the touch of the Man-Thing." Even heroes know fear and while Tony Stark might be secure within his Iron Man armor, Peter Parker's sole protection is a well-worn suit of skintight spandex, which barely shields him from a Manhattan rainstorm, much less a midnight, midwinter, midtown blizzard.

In a whole lot of ways, Spidey's always been one of the most vulnerable heroes in Marvel's catalogue. Which of course is one of the reasons readers have bonded with him from the moment Stan (Lee) & Steve (Ditko) brought him to life. Because *he's* the one who's most like us. He's a kid, trying to make his way through life, through school. He has talents galore; but resources—not so much. He's not a god, like Thor. He doesn't come from money, like Tony Stark or Reed Richards. He's not already tapped into the military-industrial complex, like Bruce Banner. He worries about his Aunt May while he struggles through the stress of high school and later college. He has to find money to pay his rent. He even has to find a way to have a social life! Oh yes, and make his daily rounds across his neighborhood, across his city, across his world and who knows where-else as Spider-Man.

Kind'a eats up the day of a young man's life; who knows what things will be like when Peter hits, I dunno, *thirty*? But those, thankfully, are stories for a totally different intro.

Yes, that's all covered to an extent in his own series, *The Amazing Spider-Man*, but the realities are also part of *Team-Up*—because Marvel is a company whose books form a coherent, integrated reality. Events that occur in one title might well have an impact in another—for example, a phone call answered by a character in one title might lead to that character becoming part of an adventure that occurs in another.

For me, beginning as a reader from the moment I picked up my first issue of Stan and Jack (Kirby)'s duly *classic Fantastic Four* #48—which in turn led me to *Thor* and later to *The Avengers*—that was one of the key elements that made the Marvel Universe so irresistible. I liked the characters, I liked the worlds that were presented; I wanted to see what happened next. I was, in the best sense of that oft-maligned word, *seduced*.

And trust me, things got even worse when I came aboard the Marvel train as a writer.

That's Marvel as a whole; here, though, I'm talking about *Marvel Team-Up*. Much the same as all the other series and yet, distinctly different.

With other series at Marvel, readers have an ongoing, evolving continuity. Every issue builds off the one before, very much like chapters of a hopefully never-ending novel. By its concept, presented in the series name, *Team-Up* is distinctly different. Each issue mandates that Spidey "team up" with another partner. Which can leave writers, and through their work the readers, dealing with some interesting challenges—say, as relates to such characters as Man-Thing. How would the concept of a "super-hero" team-up even apply where "he's" concerned? Heroes are active; Man-Thing totally *re*-active. (And trust me, I know whereof I speak, having written *The Man-Thing* for a number of issues.)

Challenges such as those, however, are part of what makes *Marvel Team-Up* a delightfully provocative concept.

Back in the day, which sadly means the 20th century, when the stories presented herein were all created, every writer hoped for an ongoing gig on a series. That guaranteed a sustained source of income. Ideally, in those days, following the paradigm established by Stan and Jack at the very beginning of the Marvel Age, a writer and a penciler would come to a series as a creative team. Might not last long. Or, like Stan & Jack's run on the *Fantastic Four*, it might go for 100+ issues. Again, for the creators, a steady gig; for the readers, a consistency of product that could be happily enjoyed for years.

In the case of my time on *Team-Up*, I was immensely fortunate to be partnered for much of my run with one of the best visual storytellers it's been my joy to work with—and trust me, I have had the ridiculous good fortune to be teamed with many of the best artists this industry has—in this case, John Byrne.

There's much that can be said about John but at the top of the list will always be the simple fact that he was and remains among the finest storytellers in this industry's modern history. He could, and did, draw anything asked of him, better than pretty-near everyone else. Super hero stories in one issue, horror in the next, fantasy in another, science fiction after that. Action, one page; character, another; both together, all the time. Writer asked, artist delivered, in ways that it seemed like no one had ever thought of before and with an eloquence that took the breath away. He was also really fast; he never missed a deadline.

One of the delights of *Team-Up* is that the conflict doesn't always have to revolve around heroes and villains; once in a while the circumstances themselves present the most formidable of adversaries. Case in point, *MTU* #75, where Spidey teams with Luke Cage, ostensibly against a gang of thugs but fundamentally against a fire. The punching-and-hitting is exciting, but the evocation of the blaze that follows is much more powerful. As are the consequences for one of the firefighters.

All that said, this compilation isn't about just John and me; other creators are presented here: writer Ralph Macchio, who handled the scripting chores on the Spidey/Luke Cage team-up over my plot. Also, Bill Mantlo, who teamed with classic penciler Jim Mooney on Spidey's team-up with Iron Man.

Bill was my friend. We first met a long-long time ago, when Marvel was a lot smaller in size and the office very much a gathering place for creators who worked in and around New York City. For those who follow the Marvel Cinematic Universe, he's co-creator of Rocket Raccoon, one of the core characters in *Guardians of the Galaxy*. Like all of us in those madcap days, he wrote whatever came across his desk. Unlike many of us, he had other ambitions. Writing comics was fun but mostly, a means to an end—which was law school. And once he graduated and was licensed by the New York Bar, his goal was to work for Legal Aid to help those without the means to defend themselves.

Sadly, that was not to be. He went rollerblading home after work in July 1992; he wasn't wearing a helmet. Just four blocks from his Brooklyn home, he got clipped by a car that didn't stop. Bill

survived but the consequences for him were devastating. He's been in supportive care ever since.

Here, though, is your chance to see him exercise his craft as a writer, in a story that on its surface seems to be heroes versus villains but turns out to be something much more personal—and fundamental—for one of the characters, a matter of saving the soul of someone that character deeply loves.

Again, one of the things that made Marvel stand out from its publishing rivals. Stories often didn't operate on a single level; there was more to them. Even in *Team-Up*, there were levels; actions had consequences with the potential of lasting beyond the boundaries of the initial seventeen-page presentation, perhaps planting a seed that the writer, or some other writer down the road, might be inclined to bring to flower.

Along with Bill's issue are another couple of one-off stories, one by stalwarts Gary Friedrich and penciler Kerry Gammill, the other by Bill Kunkel and Dave Wenzel. Plus, a two-part mini-epic that allowed me that rarest of treats, the opportunity of working with industry legend (and justly so) Howard Chaykin. That was right about the time artist Dave Cockrum and I had totally redesigned the outfit worn by Carol Danvers in her super-heroic incarnation as Ms. Marvel and my intent was to get her new look presented to as wide a potential audience as possible, the better to hopefully attract new readers to the title.

That was also the rationale behind the two-part saga that leads off this collection, Spidey's team-up with Captain Britain. Penciler Herb Trimpe and I had created Brian Braddock for a comic line that Marvel had established in hope of expanding the brand into the UK market. It was a lot of fun but work pressure didn't allow me to stay on the original weekly series for long. This *Team-Up* appearance was a way of introducing Cap to Marvel's American audience, so that regardless of what happened on the far side of the Pond, he might have a future over here.

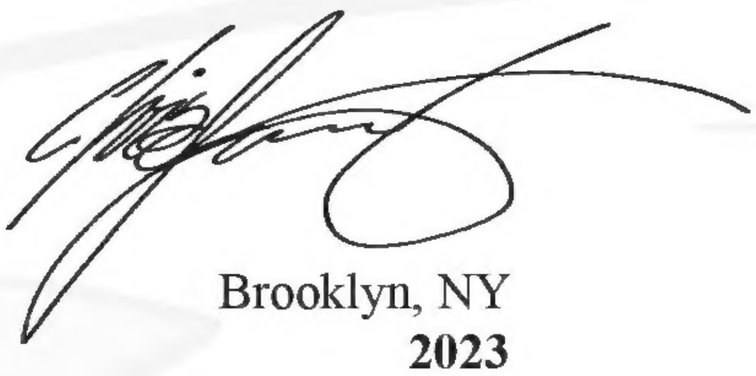
Which was the Marvel way of doing things, back in the day: toss a whole *lot* of balls up in the air, juggle a bunch of them around for a while, see which ones feel the most right and move on from there. You'd be surprised how often that works. You just have to be patient.

The thing about *Marvel Team-Up* that's the source of its fun is the simplicity of its concept: put two characters together, give them a challenge and an adversary to match and see what happens next. Bearing in mind, of course, that just because something's "simple" doesn't always make it easy. Juggling a whole lot of balls is easy—so long as they don't hit you right in the face.

That's the challenge creators face every time they look down at a blank piece of paper, or a bare computer screen; what comes next. Herein, you have a dozen examples of what comes next.

The tools may change. The reality, not so much. We work to tell stories so enticing readers can't wait to see what happens next; hopefully, readers will love what they see and come back for more.

It's what I've been doing since the world was young.



Brooklyn, NY
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MARVEL TEAM-UP™

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN®

AND

CAPTAIN BRITAIN™

AT LAST! MARVEL'S BRITISH SUPER-HERO SENSATION EXPLODES ON THE STATESIDE SCENE--

--AND GUESS WHO IS CAUGHT IN THE BLAST?

Stan Lee PRESENTS: SPIDEY and CAPTAIN BRITAIN!™

CHRIS CLAREMONT * JOHN BYRNE * DAVE HUNT * BRUCE P. * ARCHIE GOODWIN
AUTHOR ARTIST INKER/COLORIST LETTERER EDITOR

INTRODUCING, CAPTAIN BRITAIN™

IT'S A DAY MUCH LIKE ANY OTHER DAY FOR PETER PARKER, A.K.A. THE AMAZING SPIDER-MAN.

TRANSLATION: HE OVERSLEPT.

BEAUTIFUL. JUST BEAUTIFUL.

I GET A LETTER FROM THE DEAN OF STUDENTS TELLING ME TO BE IN HIS OFFICE TODAY AT 9:30A.M. SHARP ...I SET MY ALARM TO GIVE MYSELF PLENTY OF TIME TO GET OUT TO THE CAMPUS... AND SINCE I COULDN'T SLEEP MOST OF THE NIGHT WORRYING ABOUT WHAT HE WANTS--

-- NATCH, I WAKE UP JUST LONG ENOUGH TO TURN THE FERSHLUGGINER ALARM OFF--AND THEN FALL ASLEEP AGAIN!

I'D BE IN DREAMLAND *NOW* IF THE DEAN'S SECRETARY HADN'T *CALLED*...

...TO *REMIND* ME OF THE APPOINTMENT.

I'LL *NEVER* MAKE IT IN *TIME*.

I WONDER WHAT IT'S ALL ABOUT. COULD BE MY *GRADES*, MY CLASS ATTENDANCE ...THE *SCHOLARSHIP?*

BUMP!

OH, BROTHER! WITH ALL THE *BUDGET CUTS*, I SUPPOSE THEY'VE *AXED* THE SCHOLARSHIP PROGRAM.

WHAT DO I DO *THEN?* HOW COULD I TELL *AUNT MAY?!?*

MAKES ME *SICK* JUST TO *THINK* ABOUT IT--SO I *WON'T*. ONE ULCER IN A LIFETIME IS *MORE* THAN ENOUGH, THANK YOU.

WHO KNOWS? MAYBE IT'S *GOOD* NEWS FOR A CHANGE.

AND MAYBE THE SUN JUST ROSE IN THE *WEST*, AND A COW JUMPED OVER THE *MOON*.

FACE IT, PARKER--

--AROUND THIS CAMPUS, YOU'RE TURNING INTO A WALKING *JOKE*.

I HEARD THAT ONE OF MY PROFS HAS A THEORY, BASED ON MY *CLASS ATTENDANCE RECORD*, THAT PETER PARKER DOESN'T EVEN *EXIST!*

THAT'S ME, A *FIGMENT* OF SOME COMPUTER'S *IMAGINATION*--ABOUT TO HAVE HIS *HEAD* HANDED TO HIM ON A SILVER PLATTER.

'MORNING, DEAN BEATTY. *SORRY* I'M LATE.

DEAN BEATTY

THAT'S *ALL RIGHT*, PETER. WE'VE ONLY BEEN WAITING AN *HOUR*.

OUCH!

I WAS--UH-- CAUGHT IN *TRAFFIC*. LOOK, IS THERE SOMETHING *WRONG?*

QUITE THE CONTRARY.

PETER, THERE'S SOMEONE HERE I'D LIKE YOU TO *MEET*.

PETER PARKER, THIS IS **BRIAN BRADDOCK**, AN EXCHANGE STUDENT OVER FROM **THAMES UNIVERSITY** IN ENGLAND.

DIPLOMA

HULLO.

HIYA.

PARDON ME, SIR, BUT I'M NOT SURE I UNDERSTAND WHY YOU CALLED ME-- I MEAN--

DO YOU REMEMBER THE **QUESTIONNAIRE** WE CIRCULATED LAST SPRING TO YOU **SCHOLARSHIP STUDENTS?**

NOT REALLY. WITH ALL THE **FISCAL PROBLEMS**, THE UNIVERSITY HAS FOUND IT NECESSARY TO FARM OUR FOREIGN GUESTS OUT AMONG THE E.S.U. STUDENTS WITH **PRIVATE APARTMENTS.**

THAT'S NICE, BUT WHERE DO **I**--HEY, WAIT A MINUTE! DEAN BEATTY, I--I **CAN'T!**

WHY NOT? I THINK YOUR PLACE HAS **MORE** THAN ENOUGH ROOM-- AND YOU **DID** SIGN THE **CONSENT FORM.**

I SIGNED A **LOT** OF FORMS LAST SPRING.

PARKER PETER

THE UNIVERSITY WILL ALSO PAY **FIFTY DOLLARS A WEEK** TOWARDS BRIAN'S **ROOM AND BOARD.**

FIFTY... A **WEEK?!**

WHAT NOW? I'M **BOXED IN**--AND THE DEAN **KNOWS** IT. AND IT'S NO LIE THAT I COULD USE THE **BREAD.**

I GUESS I GOT ME A **TEMPORARY ROOMMATE.**

WELCOME TO THE **BIG APPLE,** BRIAN.

THANKS, PETER.

NOW, IF YOU GENTLEMEN DON'T MIND, **SOME** OF US IN THESE HALLOWED HALLS OF ACADEME **WORK** FOR A LIVING.

IN **ONE** SYLLABLE: **SCRAM!**

C'MON, BRI. I'LL **INTRODUCE** YOU TO THE GANG DOWN AT THE **COFFEE BEAN.**

HOWEVER, AS THE TWO YOUNG MEN MOSEY OVER TO THE E.S.U. STUDENT **HANGOUT**...

...IT'S TIME WE TURNED **OUR** ATTENTION THIRTY-FIVE HUNDRED MILES **EASTWARD** ACROSS THE ATLANTIC, TO LONDON'S **HEATHROW AIRPORT.**

IT'S **MID-AFTER-NOON** HERE, THE SKY OVER-CAST AS A PAIR OF **LIMOSINES** PULL UP BESIDE A PRIVATELY-OWNED **747**...

...JUST IN FROM **NEW YORK.**

MR. ROAK, I AM **MISS LOCKE.** MR. ARCADE IS **EXPECTING** YOU.

WOULD YOU **FOLLOW ME,** PLEASE?

WITH **PLEASURE,** MY DEAR.

'STRUTH!

COME ON **IN,** GENTS.' DON'T BE **BASHFUL!**

I WON'T **BITE.**

THE GRAPE-VINE SAID ARCADE WAS A **STRANGE** **'UN,** ROAK-- BUT **THIS ?!?**

QUIET, MORAN! WHATEVER WE MAY THINK OF HIS... **ACCOUT-ERMENTS,** ARCADE IS STILL THE FINEST **ASSASSIN** IN THE WORLD.

AND WE **NEED** HIM.

HOWDY-DO, ALL.

IN CASE YOU HAVEN'T GUESSED, I'M **ARCADE.**

WHAT CAN I **DO** FOR YOU?

WHAT YOU DO **BEST,** MY FRIEND.

MR. MORAN AND I REPRE-SENT THE **COM-MISSION**-- THE TOP EUROPEAN HIERARCHY OF THE **MAGGIA.**

WE NEED A MAN... **ELIMINATED.**

THIS MAN. A UNIVERSITY STUDENT NAMED **BRIAN BRADDOCK.**

DO TELL?

HE SURE DOESN'T LOOK **WORTH** MY MULTI-MILLION DOLLAR **FEE.**

IN AND OF HIMSELF, HE *ISN'T*. BUT OUR COMPUTERS INDICATE THAT HE IS ONE OF A *NUMBER* OF PEOPLE WHO MAY BE A SUPER-HERO NAMED *CAPTAIN BRITAIN*--

--WHOSE ACTIVITIES HAVE *CRIPPLED* OUR OPERATIONS IN RECENT WEEKS. WE WANT TO *NIP* THIS PROBLEM IN THE *BUD*.

OUR *OWN* PEOPLE WILL HANDLE THE TARGETS IN THE *U.K.* AND *EUROPE*--

-- BUT BRADDOCK IS IN *NEW YORK*. TO AVOID COMPLI-CATIONS, WE FELT USING AN *AMERICAN*... UH... MECHANIC WOULD BE MORE *APPROPRIATE*.

INCREDIBLE. TO HEAR *ROAK* TALK YOU'D THINK HE WAS DISCUSSING THE *STOCK EXCHANGE*--

--RATHER THAN PLAN-NING *TWO-SCORE MURDERS*.

EAVESDROPPING ON ROAK WITH MY *SHOTGUN MIKE* HAS GIVEN ME A JUMP ON THEIR PLANS. THE "*HITS*" PLANNED FOR ENGLAND *I* CAN HANDLE. BUT THE *BRADDOCK* BOY--

--I'M AFRAID HE'S *ON HIS OWN*.

SPEAKING OF BRIAN--

--THAT'S OUR *CUE* TO LEAVE OUR *MYSTERY WOMAN* AND SHIFT AHEAD HALF A DAY--

--TO PETER PARKER'S CHELSEA PAD.

BRIAN'S *ASLEEP*. JET LAG AND A NIGHT ON THE TOWN WITH *MJ* AND FRIENDS SEEM TO HAVE *DONE HIM IN*.

WHICH SUITS ME JUST *FINE*.

PETER EASES THE DOOR SHUT, NEVER NOTICING HIS HOUSE-GUEST STIR ON THE COUCH AND SIT UP.

IT'S *NO GO*.

I'M *OUT* ON MY FEET, BUT NO MATTER HOW HARD I *TRY*, I CAN'T SEEM TO *FALL ASLEEP*.

I GUESS I'M *TOO EXCITED*. I'VE NEVER BEEN TO *AMERICA* BEFORE.

MEANWHILE, A ROOM AWAY...

FAR OUT! MY ROOMIE'S SNOOZING AND NOW MY SQUEAKY WINDOW--

--IS OPENING WITHOUT A SOUND. PARKER, THIS MUST BE YOUR--

--LUCKY DAY.

WEO WEO

WEOWEOWEO-HOW

FRANNK!

PETER, D'YOU HEAR THOSE SIRENS?! WHAT'S GOING ON OUTSI--

GOOD LORD!

SILHOU-ETTED IN THE WINDOW --I RECOG-NIZE HIM FROM PHOTO-GRAPHS.

IT'S SPIDER-MAN!!

WHY ME? OH, LORD-- WHY ME?!?

CAN'T GO BACK NOW. ALL I CAN DO IS GET OUTTA HERE--

--AND SPEND THE REST OF THE NIGHT TRYING TO COME UP WITH A PLAUSIBLE EXPLANATION FOR WHAT JUST HAPPENED.

HE'S MOVING LIKE LIGHTNING, TOO. BRIAN BRADDOCK--OR THE POLICE, IF I TOOK THE TIME TO RING THEM-- HASN'T A PRAYER OF CATCHING HIM.

BUT CAPTAIN BRITAIN HAS!!

PETER'S GONE--AND SPIDER-MAN BOLTED THE MOMENT I SAW HIM.

NO ONE SEEMS TO BE SURE WHETHER HE'S A HERO OR A VILLAIN, BUT NO ONE RUNS LIKE THAT UNLESS HE'S GOT SOMETHING TO HIDE.

HE MAY HAVE ATTACKED PARKER, KIDNAPPED HIM --OR WORSE.

ENTER, A **LIVING LEGEND**--WHO IN HIS **BRIEF** CAREER HAS FACED GODS AND GODDESSES, **AVENGERS**, AGENTS OF SHIELD, ANGRY COPS, AND MORE **VILLAINS** THAN YOU CAN SHAKE A **STICK AT.**

MARVELOUS! I'M NOT EVEN IN NEW YORK A **FULL DAY**, AND ALREADY I'M GOING INTO **ACTION.**

FEELS **GOOD**, TOO.

BEING CAPTAIN BRITAIN **FULFILLS** A NEED WITHIN ME I NEVER KNEW **EXISTED.**

I DON'T GET IT. I **LOCKED** MY DOOR, LIKE I DO **EVERY** TIME SOMEONE SPENDS THE NIGHT-- AT LEAST, I **THINK** I DID.

WILL FORD

WITH LUCK, I'LL BE **ON** SPIDER-MAN BEFORE HE KNOWS I'M **THERE.**

ONLY BRIAN CAME **THROUGH** THAT DOOR LIKE IT WASN'T EVEN **SHUT**, LET ALONE LO--

--OOO-OO-FFF!!

BHOD!

GOT YOU, **VILLAIN!**

FIRST GOAL TO **ME**-- HE'S STUNNED AND **FALLING.** ALL I NEED DO IS **SCOOP** HIM UP--

--AND MAKE HIM **TELL** ME WHAT HE'S DONE WITH **PETER PARKER.**

BUSTER, IT **AIN'T** GONNA BE THAT **EASY!**

I WAS SO **CAUGHT UP** IN MY PROBLEMS WITH BRIAN--

THWIP!

--I **IGNORED** MY SPIDEY-SENSE'S TINGLING TILL IT WAS **TOO LATE.**

WHO **IS** THIS KOOK, ANYWAY? THE **RED BARON?!**

WHOEVER HE IS, IT'S TIME I SHOT HIM DOWN!

HATE TO TELL YOU BUNKY, BUT A LUCKY PUNCH DOES NOT A FIGHT WIN.

SEE WHAT I MEAN?

THUNK!

WEB-SLINGER, I'M WAY AHEAD OF YOU!

BDOW!

HIS VOICE--I'VE HEARD IT BEFORE! I THINK RED'S SOMEONE I KN--

--UNNNGNH!

HE'S... FASTER 'N I THOUGHT... STRONGER, TOO!

AN' THAT BLASTED CLUB HE'S SWINGING... NEARLY TOOK MY HEAD OFF!

GOTTA RIDE WITH THE PAIN--

BOOM!

--CAN'T GIVE RED ANY IDEA HOW GROGGY I AM.

THE GUY SOUNDS FOREIGN, BUT HIS MASK DISTORTS HIS ACCENT.

I'LL TELL YA THIS, FELLA--SO FAR YOU SURE DESERVE AN "A"-FOR-EFFORT--

--BUT THAT'S ABOUT ALL!

IT'S AN IMPRESSIVE MOVE, BUT CAP MERELY SHRUGS IT OFF. UNFORTUNATELY, THE WALL HE HITS ISN'T SO RESILIENT.

CHDOOM!

CRIPES!

WHA' HOPPEN?! S'LIKE THE HOUSE GOT HIT BY SOME KIND A' WRECKIN' BALL.

HOLY HANNAH!

IT'S TWO GUYS, MARTHA! FIGHTIN' IN MID-AIR! RIGHT OUTSIDE OUR BEDROOM WINDOW!!

WELL, I AIN'T PUTTIN' UP WITH THIS! I'M CALLIN' THE POLICE!

HOW WOULD YOU **RATE** MY PERFORMANCE NOW, VILLAIN? **IMPROVING?**

WALL-CRAWLER, THERE HAS **GOT** TO BE A **BETTER WAY.**

THWIP!

THWIP!

RED HAS TOO MUCH **ADVANTAGE** OUT IN THE OPEN. I'VE GOT TO **CROWD** HIM--SHIFT THIS FIGHT TO SOMEPLACE MY **AGILITY** COUNTS FOR **MORE** THAN HIS FLYING POWERS AND RAW **STRENGTH.**

AND THAT **BUILDING** UNDER CONSTRUCTION LOOKS LIKE JUST WHAT THE **DOCTOR ORDERED.**

THERE'S ALSO A LOT **LESS** CHANCE OF ANY INNOCENT **BYSTANDERS** GETTING ACCIDENTALLY **CLOBBERED.**

AND SPEAKING OF "CLOBBERED"--

--LET'S SEE HOW THAT **BLOND BOZO** COPES WITH A TEN FOOT **"I"-BEAM** SHOVED UP HIS **NOSE.**

STILL CAN'T GET OVER HOW **FAMILIAR** HIS VOICE SOUNDS.

GOTTA **ANGLE** MY THROW JUST RIGHT--AFTER ALL, I DON'T WANT TO **KILL** THE GUY.

BUT THEN WHAT'S LIFE WITHOUT A LITTLE **MYSTERY?**

NICE TRY, SPIDER-MAN.

BUT **ASIDE** FROM GIVING ME THE POWER TO FLY, MY **STAR SCEPTRE** ALSO PROJECTS A MOST EFFECTIVE **FORCE FIELD.**

SPLONG!

RATS.

I WASN'T **EXPECTING** THAT--RED'S PULLING POWERS OUT OF HIS **HAT,** AND I'M NOT SURE I WANT TO **STICK AROUND** TO SEE WHAT HE COMES UP WITH **NEXT.**

TRASH

SSSOOOOO--

--I THINK IT'S TIME *DISCRETION* PROVED THE BETTER PART OF *VALOR*--

--AND MAY PARKER'S *NUTSY NEPHEW* TOOK THE PROVERBIAL *POWDER*.

I COULD PROBABLY *LOSE* RED IN THIS MAZE OF HALF-FINISHED *CORRIDORS*.

--BUT I'VE GOT SOMETHING *ELSE* IN MIND. FOR ONCE, I HAVE A *PLAN*.

IT'LL TAKE *MORE* THAN ARACHNID ACROBATICS TO THROW CAPTAIN BRITAIN OFF YOUR *TRAIL*.

CAPTAIN BRITAIN?!? HEY, THAT'S WHY HIS ACCENT SOUNDS SO *FAMILIAR*.

CAPPY TALKS JUST LIKE *BRIAN BRADDOCK*.

THAT'S PRETTY *WEIRD*, A BRITISH HERO COMING AFTER ME THE *SAME* DAY I GET A BRITISH *ROOMIE*--!

ALLEZ OOP!

AH, NO--IT *CAN'T BE*! BUT IT'S THE ONLY EXPLANATION THAT *FITS*.

MY *BLOND* ROOMIE, BRIAN, BUSTS INTO MY BEDROOM AS *SPIDEY* GOES OUT THE WINDOW--

--AND THE *NEXT* THING I KNOW, THIS BLOND *BOOB* IS BEATING ON MY *HEAD*.

WHICH MEANS THAT *BRIAN* MUST BE...

UH-OH, SPEAK OF THE *DEVIL*.

THAPT!

HIYA, CAPPY. HOW'S IT *HANGIN'*?

WHA--?!

MY *STAR SCEPTRE!!*

Y'KNOW, SOMEONE UP THERE MUST REALLY *HATE* ME. ELEVEN THOUSAND STUDENTS AT E.S.U. AND *I'M* THE ONE WHO GETS STUCK WITH A *SUPER-HERO* FOR A ROOMMATE. *SHEESH!*

DON'T BE *SCARED*, FELLA!

I JUST WANTED TO SEE HOW *WELL* YOU FLEW WITH-OUT YOUR STICK! *HAPPY LANDINGS!*

REALLY VICIOUS, SPIDEY. YOU'RE ENJOYING THIS A BIT TOO MUCH.

AN' THERE'S NO MORE TIME FOR CLOWNING. YOU MAKE A MISTAKE FROM HERE ON, AND THE HERO'S DEAD.

I HAVE TO TIME THIS WEB-SHOT JUST RIGHT--

--SO I SNAG CAPPY BEFORE HE HITS THE GROUND.

THIP!

GOTCHA!

AND THEN I REEL HIM IN--

--WRAPPING HIM SO TIGHTLY IN WEBBING THAT HE'LL HAVE A MIGHTY HARD TIME BUSTING LOOSE.

WHADDAYA KNOW, IT WORKED!

NOW, BEFORE YOU CAST ANY MORE ASPERSIONS ON MY CHARACTER, BUSTER--

--LEMME POINT OUT THAT IF I WAS THE CROOK YOU THINK I AM, I'D HAVE LET YOU GO SPLAT.

YOUR POINT'S TAKEN-- BUT WHAT ABOUT PETER PARKER?

WHAT ABOUT HIM? WE HAVE AN ARRANGEMENT-- HE TAKES PIX OF ME IN ACTION--

--SELLS 'EM TO THE BUGLE, AND WE SPLIT THE PAYCHECK. I STOPPED BY TONIGHT TO SEE HIM--

--BUT HE MUST'VE JUST STEPPED OUT.

I SUPPOSE SO. AND I'VE MADE A TERRIBLE MISTAKE.

HALLELUJAH! HE BOUGHT MY STORY! PARKER YOU'RE A GENIUS!

DON'T FEEL SO BAD, PAL. I'VE PULLED SOME PRETTY ROYAL BLOOPERS MYSELF IN MY TIME. COMES WITH THE TERRITORY.

HEY, CAPPY, IF IT ISN'T *PRYING*, HOW'D YOU GET INTO THIS CRAZY *RACKET*, ANYWAY?

HOW? I SUPPOSE I OWE YOU *THAT* MUCH, AT LEAST.

IT WAS PART ACCIDENT, PART... *FATE*.

HE TALKS *QUIETLY*, TELLING SPIDEY THE BARE FACTS WHILE OMITTING CERTAIN... *DETAILS* --

--HIS MIND DRIFTING *BACK* ACROSS THE MONTHS TO A *MADMAN'S* DASH THROUGH THE REMOTE FASTNESS OF THE *CHEVIOT HILLS*.

HE WAS RUNNING FOR HIS *LIFE*, FLEEING THE ARMORED SERVANTS OF *JOSHUA STRAGG* --A.K.A. THE *REAVER*-- WHO, THAT NIGHT, WAS TRYING TO *KIDNAP* THE ENTIRE STAFF OF THE *DARKMOOR NUCLEAR RESEARCH CENTRE*.

BRIAN DID HIS *BEST*--

--BUT STRAGG COULDN'T AFFORD TO LET *ANY* WITNESSES ESCAPE *ALIVE*.

THAT *HOVERCRAFT*-- RISING UP, *BLOCKING* THE ROAD!

ITS LIGHT-- *BLINDING*! I CAN'T *SEE*!!

OH, LORD-- *NO*!!

I'M GOING OFF THE *CLIFF*!

BRAKE

HE DIDN'T NOTICE THE VOICE AT FIRST...

"COME UNTO ME, BRIAN BRADDOCK."

...UNNNNNHH...

...ALIVE... SOMEHOW, I ...SURVIVED.

"HEAR ME, CHILDE, FOR I AM THE BEAUTY OF THE GREEN EARTH AND THE WHITE MOON AMONGST THE STARS AND THE MYSTERY OF THE WATERS, AND THE DESIRE OF THE HEART OF MAN."

ALL... BROKEN INSIDE... CAN BARELY MOVE...

"I CALL UNTO THY SOUL TO ARISE AND COME UNTO ME."

PAIN... CAN'T BEAR MUCH MORE... BUT CAN'T... STOP, EITHER.

"FOR I AM THE SOUL OF NATURE WHO GIVETH LIFE TO THE UNIVERSE. FROM ME ALL THINGS PROCEED..."

REAVER... AN' MEN MUST BE... RIGHT BEHIND...

AARRRGH!

"... AND UNTO ME, ALL THINGS RETURN.

"WELCOME TO THE SIEGE PERILOUS, BRIAN BRADDOCK. WELCOME... HOME."

WHA--?! THAT VOICE--A WOMAN'S! IS ANY-ONE HERE? PLEASE ...BEG YOU... HELP.

THAT WAS AS FAR AS HE GOT BEFORE THE SMALL, BOULDER-STREWN GLADE VANISHED IN A FLARE OF EYE-SEARING WHITE LIGHT...

...THAT BURNED THROUGH TO THE DEPTHS OF BRIAN BRADDOCKS SOUL AND TURNED IT INSIDE OUT.

AND WHEN THE LIGHT FADED, AS SUDDENLY AS IT HAD APPEARED...

OH, MY GOD.

THIS ISN'T REAL. IT CAN'T BE!

BE SILENT, MORTAL! THOU HAST NOT BEEN GIVEN LEAVE TO SPEAK.

THOU ART IN A MOST ANCIENT CIRCLE OF POWER --AND THOU ART HERE TO BE JUDGED...

...ON PERIL OF THINE IMMORTAL SOUL.

I SEE IN THY MIND, CHILDE, THAT THOU THINKST THIS NO MORE THAN A DREAM AND WE TWO MERELY PHANTOMS SPUN BY A MIND DRIFTING SLOWLY UNTO DEATH.

BE ASSURED, YOUNG SIR, WE ARE NOT PHANTOMS AND THIS BE NO DREAM.

AS IN DAYS LONG PAST, THE PEOPLE OF THIS LAND WE CHERISH NEED A CHAMPION, A SYMBOL--A PALADIN WHO WILL STAND FOR THE VALUES AND BELIEFS THAT TRANSCEND TIME.

BE THAT CHAMPION, BRIAN BRADDOCK.

WHAT ARE YOU TALKING ABOUT? I'M NO HERO. I'M A STUDENT, A...SCHOLAR. THAT'S ALL I EVER WANT TO BE.

AND BESIDES, THE PEOPLE YOU WANT ME TO FIGHT FOR, THEY--WE--HAVE OUTGROWN THE NEED FOR THAT SORT OF SYMBOL.

HAVE YOU, SIRRAH?

I'D THINK AGAIN LEST THY HASTY WORDS CONDEMN THEE.

CALM THYSELF, LORD. FATE HAS BROUGHT THE BOY TO THE APPOINTED PLACE AT THE APPOINTED TIME.

WHATE'ER HAPPENS, HOWE'ER WE FEEL, HE MUST BE ALLOWED TO MAKE HIS CHOICE.

THOU SAY'ST THE TIME FOR HEROES IS **PAST**, CHILDE. YET IF THAT BE SO, **WHO** WILL STAND AGAINST THE MIGHT, THE **EVIL** OF SUCH AS **JOSHUA STRAGG?**

WE OFFER THEE **GREAT POWER**--BUT ALSO GREAT **RESPONSIBILITY.** ALL THOU NEED'ST DO TO **ACHIEVE** IT IS CHOOSE THY **MYSTIC TALISMAN**: THE **SWORD**--OR THE **AMULET.**

I--I DON'T KNOW.

CHOOSE, BRIAN... TIME GROWS **SHORT.**

THIS IS **INSANE**--AND YET, I SENSE--I **KNOW**--IT'S **REAL.** IT'S **HAPPENING!**

THE AMULET OR THE SWORD--BUT **WHICH** DO I CHOOSE? OR DO I CHOOSE **NEITHER,** AND SIMPLY WALK **AWAY** FROM THIS NIGHTMARE?

NO. I **CAN'T** DO THAT.

NOT WHEN I'VE A CHANCE TO **SAVE** MY FRIENDS.

BUT I'M A **SCHOLAR,** NOT A WARRIOR. IF I'M TO REMAIN **TRUE** TO MYSELF, THERE'S ONLY **ONE** CHOICE I CAN MAKE--

--THE **AMULET!**

HE FELT THE GODDESS **SMILE** APPROVINGLY IN HIS MIND, AND THEN HE **SCREAMED** AS HIS BODY WAS CONSUMED BY A STAR-BORN BOLT OF THE **PUREST ENERGY.**

IN THAT INSTANT, HIS LIFE WAS **FOREVER CHANGED.**

*NATURALLY, THERE'S A BIT **MORE** TO THE STORY, BUT THAT'S A TALE FOR ANOTHER TIME--ARCH.

THUS WAS A **LEGEND** BORN, A LEGEND NAMED... **CAPTAIN BRITAIN!***

I'LL SAY ONE THING, THAT SURE BEATS GETTING BITTEN BY A RADIOACTIVE SPIDER.

UH-OH.

TROUBLE?

WHAT DO YOU THINK?

YOU TWO ON THE BUILDING, THIS IS THE POLICE! STAY WHERE YOU ARE UNTIL OFFICERS ARRIVE TO TAKE YOU INTO CUSTODY!

NO WAY, GENTS!

TIME WE WERE SOMEWHERE ELSE, CAPPY. LET'S GET OUT OF HERE!

FUNNY-- CAP AN' I ARE HITTING IT OFF LIKE OLD FRIENDS.

IN A LOT OF WAYS, HE REMINDS ME OF... ME!

HEADS UP, RED. LOOKS LIKE WE MADE OUR EXIT IN THE NICK OF TIME.

"HERE COME THE COPS!"

A HALF-DOZEN BLUE-AND-WHITES OUT OF THE MIDTOWN-NORTH PRECINCT, TO BE PRECISE...

...LED BY CAPTAIN JEAN DEWOLFF, NYPD.

FROM THE CHOPPER PILOT'S DESCRIPTION, THE DUDE SPIDEY WAS FIGHTIN' HAS TO BE CAPTAIN BRITAIN.

"I ONLY HOPE WE FIND THOSE TWO COSTUMED CLOWNS BEFORE IT'S TOO LATE."

THERE THEY GO--WITH JEAN DE WOLFF'S ROADSTER LEADING THE PACK.

WONDER WHAT'S UP? THAT'S AN AWFULLY BIG TURN-OUT, A LOT MORE COPS THAN USUAL.

IS IT? I REMEMBER, NOT LONG AGO, WHEN I FOUND MYSELF BEING CHASED BY THE ENTIRE METROPOLITAN POLICE FORCE.

THE COAST IS CLEAR, SPIDEY. WHAT SAY WE--?

STOP RIGHT WHERE YOU ARE, HOTSHOT.

YOU FORGET, RED, YOU'RE IN THE COLONIES. OVER HERE WE DRIVE ON THE RIGHT, NOT THE LEFT. YOU WERE LOOKING THE WRONG WAY FOR TRAFFIC.

WOULDN'T DO AT ALL TO BE THE FIRST SUPER-HERO IN HISTORY TO GET MASHED BY A...

...GARBAGE TRUCK.

SPIDEY-SENSE-- TINGLING LIKE CRAZY! BUT WHAT COULD BE...

...WRONG?

GNNRRRRRR

SFLANNG!

SANITATION

NYSD

IN THE BLINK OF AN EYE, IT'S ALL OVER. THE SCOOP IS BACK INSIDE THE TRUCK, AND THE STREET IS AS QUIET AND NORMAL AS IT'S EVER BEEN.

AND A MINUTE OR SO LATER...

HEY! YOU GUYS SEEN SPIDER-MAN WALTZING AROUND HERE THE PAST FEW MINUTES?

WHO WANTS TA KNOW?

CAPTAIN DE WOLFF, MIDTOWN-NORTH.

OH. GEEZ, CAP'N... AH, SPIDEY, Y'SAY?

AND ANOTHER SUPER-DUDE, A BIG, BLOND FELLA ALL IN RED, WITH A GOLD LION ON HIS CHEST.

YOU GOTTA BE KIDDIN'.

HOW 'BOUT YOU, BOSS? YOU SEEN THESE JOKERS THE LADY COP'S LOOKIN' FOR?

NOPE. I HAVEN'T SEEN A THING...

...NOT ONE-- BLESSED-- THING!

HA HA HA HA HA HA HA

NEXT ISSUE: MURDERWORLD!

WHERE NOBODY EVER SURVIVES.

MARVEL TEAM-UP™

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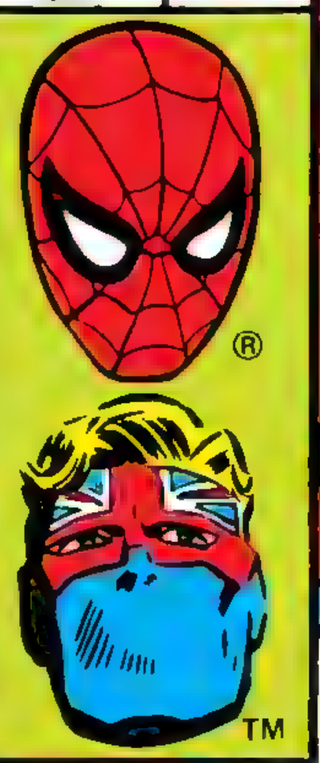

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MARVEL TEAM-UP™ FEATURING SPIDER-MAN® AND CAPTAIN BRITAIN

TRAPPED IN MURDER WORLD

TM

WHERE ABSOLUTELY EVERYTHING CAN GO WRONG--

--BECAUSE IT'S PLANNED THAT WAY!

Stan Lee presents SPIDEY and CAPTAIN BRITAIN--TOGETHER

CHRIS CLAREMONT / AUTHOR | JOHN BYRNE / ARTIST | DAVE HUNT / INKER/COLORIST | TOM ORZECHOWSKI / LETTERER | ARCHIE GOODWIN / EDITOR

DARKNESS--ALL-EMBRACING, SOOTHING... SO PEACEFUL HE KNOWS IT WON'T LAST.

IT DOESN'T.

LIGHT, FLASHING STROBE--LIKE IN HIS HEAD, DREDGING SPOT-MEMORIES OUT OF THE MUSH THAT IS HIS BRAIN.

HE'D BEEN CROSSING THE STREET WITH CAPTAIN BRITAIN, ON THE RUN FROM THE POLICE...

...AND THEN THE TWO OF THEM HAD BEEN EATEN BY... A GARBAGE TRUCK?

OoOHHHM...

ANYONE GET THE NUMBER OF THAT-- HUH?!? HUH?!?

I'M IN SOME KIND OF GLOBE--BUT WHAT THE HECK KIND OF PLACE IS THIS?

I HAVEN'T THE FOGGIEST, SPIDEY.

CAPPY! YOU OKAY?

I'M... ALIVE. AT LEAST, I HOPE SO. BECAUSE IF BOTH OF US ARE DEAD, THEN HEAVEN MUST BE A VERY STRANGE PLACE, INDEED.

ASSUMING THIS IS HEAVEN!

AREN'T *YOU* THE COCK-EYED OPTIMIST?

ME, *I'D* LIKE TO KNOW WHAT THIS IS ALL ABOUT.

IT'S ABOUT *MURDER*, FRIEND. IN FACT, *TWO* MURDERS. YOURS... AN' *CAP'N BRITAIN'S.*

AIN'T LIFE A *PEACH?* THE MAGGIA'S PAYIN' ME A *MILLION BUCKS* TO KILL A LIMEY JOE COLLEGE NAMED *BRIAN BRADDOCK*-- 'CAUSE THEIR COMPUTERS INDICATE HE'S ONE OF FIFTY PEOPLE WHO *MAY* BE CAP'N BRITAIN.

WELL, MISS LOCKE, MR. CHAMBERS -- IF A ONE-IN-FIFTY *POSSIBILITY* IS WORTH A *MILLION*...

...*HOW MUCH* D'YOU THINK THEY'LL PAY FOR THE GOOD CAPTAIN *HIMSELF?* PLUS *SPIDER-MAN*, TO BOOT?

FOLKS, I GOTTA *FEELIN'* THIS IS GONNA BE A *NIGHT TO REMEMBER.* I HAVEN'T LOOKED *FORWARD* TO A GAME SO MUCH IN *YEARS.*

EVERYTHIN'S READY! ALL SYSTEMS READ NORMAL! WHATEVER I DO ON MY *REGULAR SIZE* MACHINE HERE WILL BE *DUPLICATED* ON THE "*BIG BOARD*" DOWN BELOW... SO...

... LET'S GET THIS SHOW ON THE *ROAD.*

LADEEZ, GENTLEMEN, AN' CHILDREN OF ALL AGES -- ARCADE *PROUDLY WELCOMES YOU TO--*

MURDER WORLD

SPLOINNG!

YEEE-OWW!

"WHERE NOBODY EVER SURVIVES!!"

IT'S A *HUGE PINBALL MACHINE!*

BZARK!

THAT ROOM MUST HAVE BEEN THE *BALL SLOT*-- AN' *WE'RE* IN THE BALLS!

AARRRGH!

BUMPERS... SEND NEAR-KILLING *ELECTRICAL CHARGE* THROUGH THE SPHERE. HURTS LIKE... *BLAZES*... BUT LEAVES ITS VICTIM *CON... SHUSSS.*

BZING!

BETWEEN... *MOTION* OF SPHERES AN'... SHOCKS FROM BUMPERS... *NO CHANCE* TO GET ANY KIND OF *DECENT LEVERAGE...*

...TO BUST *FREE!*

RAZK!

DON'T *GET* IT. WHOEVER OUR *CAPTOR* IS, HE HAD CAPPY AN' ME *COLD* IN THAT GARBAGE TRUCK.

WHY DIDN'T HE JUST *ZAP* US THEN? WHY GO TO ALL THIS *TROUBLE?*

FEEL *AWFUL*-- WORSE THAN BEING *SEASICK.*

HOLD IT!

THOK!

DEAD BALL SLOT

THAT BAR *DELIBERATELY* PUSHED ME AWAY FROM THE *DEAD BALL SLOT!* IT GAVE ME *ANOTHER CHANCE* --

--AN' I'M *NOT* GONNA *BLOW IT!*

NOTHING'S HAPPENING!

AM I JUST *FOOLING* MYSELF, GRASPING AT *STRAWS?!* MAYBE THIS REALLY *IS* THE TRAP I *WON'T ESCAPE!*

IT'D BE SO *EASY* TO GIVE UP. I CAN'T TAKE MUCH *MORE* OF THIS BOUNCING AROUND.

NO!

I'VE *TOO MUCH* TO LIVE FOR, TOO MANY PEOPLE *COUNTING* ON ME!

I'M *SPIDER-MAN*-- AND IF THAT MEANS *ANYTHING*...

... IT MEANS I DON'T GIVE UP!!

BK-ASH

NO TIME TO REST ON MY *LAURELS*--

-- MY *BRITISH BUDDY'S* STILL IN *TROUBLE*. HIS SPHERE IS ON A *STRAIGHT-IN* COURSE TO THE DEAD BALL SLOT. HE'S GONNA *MISS* THE BUMPERS.

HE'S WAY *TOO CLOSE*-- HE'S GOT NO TIME TO BREAK OUT ON HIS *OWN.*

KZANG!

WHICH IS WHERE *I* COME IN.

TWANG

FIRST WITH A NICE *WEB-BUMP*--

--THAT'LL *BOUNCE* THE SPHERE UP INTO THE *AIR*. I ONLY HOPE CAPPY *FIGURES OUT* WHAT I'M TRYING TO DO--

--OTHER-WISE THIS STUNT COULD GET ME VERY *SQUASHED.*

BUMP!

THAT'S *IT*, RED! HIT THE SPHERE THE *EXACT* MOMENT I DO!

OUR *COMBINED* STRENGTH *SHOULD SHATTER* IT!

THUNK!

WAY TO GO, PAL. HOW YOU *DOIN'?*

I'VE FELT *WORSE...* BUT I DON'T REMEMBER *WHEN.*

DEAD BALL SLOT

STAY *LOOSE,* RED. THE NIGHT IS STILL *YOUNG,* AND WE'RE NOT OUT OF THE *WOODS* YET.

IN FACT, I HAVE AN *UNCOMFORTABLE* FEELING --

--THAT THE *BEST* IS YET TO *COME.*

APTLY-PUT, WALL-CRAWLER.

BECAUSE IT'S TIME TO PUT *ANOTHER* BALL IN *PLAY.*

KIK

THAT SUDDEN *RUMBLING* SOUND, SPIDEY-- *WHAT?!*

I'LL GIVE YOU A *GUESS.*

CRIPES, THIS ONE LOOKS *BIG* AS A *HOUSE.*

AND IT'S *TURNING OUR WAY!!*

THE BLASTED THING ISN'T *FREE ROLLING!* SOMEONE MUST BE *CONTROLLING IT!*

THAT ISN'T *ALL.*

LOOK AT THE BALL'S *SURFACE,* SPIDEY! SOMETHING'S *HAPPENING!*

B-CHUNG!

TELL ME ABOUT IT, CB.

SHAME ON YOU, GENTLEMEN. YOU'RE REACTING NO BETTER THAN THE OTHER "GUESTS" WHO'VE ENTERED MY WORLD OF LIFE AND DEATH.

MY DOOMBALL HAS FROZEN YOU IN YOUR TRACKS, RIGHT WHERE I WANT YOU-- ALBEIT ONLY FOR AN INSTANT.

BUT THEN, AN INSTANT IS ALL I NEED.

"YOU LOSE, GUYS.

POP!

" 'CAUSE THE ONLY THING YOU HAD TO FEAR JUST NOW-- WAS FEAR ITSELF."

THE BALL-- FADING AWAY!

CAPPY, WE'VE BEEN SUCKERED!

HEY--!!

DUMB.

DUMB.

DUMB.

OUCH!

SO HELP ME, IF I RUN INTO A LITTLE GIRL AND A WHITE RABBIT WITH A POCKET WATCH, I'LL...

DRAW, PAHDNUH.

EXIT

Uh-oh.

BUMP!

HAVE TO HAND IT TO THE BRAINS BEHIND THIS OPERATION.

HE SNARED US BEAUTI-FULLY.

I ALSO HAVE TO KEEP REMINDING MYSELF HOW DANGEROUS THIS "MURDERWORLD" IS. BUT IT'S ALL SO ABSURD...

...IT'S ALMOST FUN.

NOW WHAT?

THE *OBVIOUS* WAY OUT SEEMS TO BE THROUGH THOSE *DOORS*-- A LITTLE *TOO* OBVIOUS, THANK YOU.

I THINK I'LL FIND *ANOTHER*...

HOLD *ON* A MINUTE. THERE'S SOMEONE *IN* THERE!

LORD AND LADY PRESERVE ME-- IT'S *COURTNEY ROSS!*

THAT IT *IS*, CAP'N.

A LADY, SO I'M TOLD, WHO'S *CLOSE* TO YOUR HEART.

YOUR LADY NEEDS *RESCUIN'*, HERO--KNOW WHAT I *MEAN?*

ALL YOU GOTTA DO IS *DROP* HER CAPSULE DOWN THE *CLEARLY-MARKED CHUTE* ON THE OTHER SIDE O' THE *PRIZE CHAMBER.*

YOU GOT MY *WORD O' HONOR*-- ONCE SHE'S DOWN THAT CHUTE--SHE'S *OUTTA* THE GAME. NO MORE *HARM'LL* COME TO HER.

'COURSE, TILL THEN, HER LIFE IS *UP FOR GRABS.*

YOU BETTER *MOVE* YOUR BUTT, ENGLISHMAN-- 'CAUSE AS OF RIGHT-- *NOW!* MISS COURTNEY'S ONLY GOT ABOUT *TWO MINUTES* OF BREATHABLE AIR *LEFT* TO HER.

THANKS A LOT-- *WHOEVER* YOU ARE. BUT IT CAN'T BE *THAT* SIMPLE! THERE MUST BE A *CATCH.* NOTHING TO *WORRY* ABOUT SO FAR, THOUGH-- ALL I'VE PASSED ARE *FUNHOUSE MIRRORS.*

WHA--?!? THE *MIRRORS?*

MY DISTORTED *REFLECTIONS*-- THEY'RE COMING TO *LIFE!*

UNNNNGNH!

BROW!

BIG ONE HITS HARDER THAN *SPIDER-MAN*--WHILE HIS PARTNER DOES A NICE IMITATION OF *MR. FANTASTIC...*

...WRAPPING ME UP SO *TIGHTLY* I CAN *BARELY MOVE!*

BASH!

BUT IT'LL TAKE *MORE* THAN WARPED IMAGES OF MYSELF TO *STOP* ME NOW--

--WITH COURTNEY'S *LIFE* AT STAKE!

*MEMORIES-- INTRUSIVE, BREAKING HIS **CONCENTRATION**, YET **WELCOME** JUST THE SAME--*

*--OF **WALKS** WITH COURTNEY, TALKS WITH HER, MOMENTS **STOLEN** BETWEEN CLASSES AT **THAMES UNIVERSITY** AS A CASUAL ACQUAINTANCESHIP BLOSSOMED INTO **FRIENDSHIP**--*

SKRRRIPP!

*--AND THEN INTO MUCH, MUCH **MORE**. SOMETHING TOO **PRECIOUS** TO LOSE.*

HANG ON, COURTNEY! I'M COMING!

BUT WILL I BE IN *TIME?!*

THIS IS TOO *EASY!* THERE HAS TO BE *MORE* TO THIS MAD *DEATH-TRAP.*

MEANWHILE, NOT TOO FAR AWAY...

AH-- SAYD-- *DRAW!*

EXIT

KID CYBORG

BAM

I GET THE *PICTURE*, COWBOY.

BLAM

TROUBLE IS, I'M *UNARMED*. YOU WON'T MIND IF I *SETTLE* THIS FRACAS WITH *MY FISTS*, NOW, WILL YOU?

DIDN'T *THINK* SO.

BOM!

4HRRRH! YUH... GOT... ME... PAHDNUH...

uhrrrrrrrr——

THIS *LOONY BIN* IS LIKE THAT OLD JOKE-- IT ONLY HURTS WHEN I *LAUGH*...

... AND IT'S GOT ME LAUGHING *ALL THE TIME.*

YIKES!

WHERE'D THE *WAR* COME FROM?

HOOOO--HAH!! IT'S A PINBALL *BACK-DROP PAINTING* COME TO LIFE, THE KIND OF WAR ONLY *JOHN WAYNE* COULD LOVE--

--AN' **I'M** STUCK RIGHT IN THE *MIDDLE* OF IT!

VWOOOOOSH

BA-DUM!

KWA-PING!

THOKKADATHOKKADA

LIKE *EVERYTHING* ELSE I'VE SEEN IN THIS *FERSHLUGGINER* MURDERWORLD, THIS STUFF IS PART REAL, PART *ILLUSION*--ONLY I CAN'T TELL *WHICH IS WHICH.*

AND IN *THIS* CASE, WHAT I DON'T KNOW CAN *KILL ME.*

I GOTTA GET *OUTTA* HERE!

BUT *HOW?!?* WHICH WAY DO I *GO?!*

GOT TO GET *AHOLD* OF MYSELF, USE MY *BRAIN*, FOR ONCE--*THINK* MY WAY OUT.

OKAY. I KNOW *I* HAVEN'T MOVED--SO THAT MEANS I MUST *STILL* BE IN THE *TUNNEL.*

ALL I HAVE TO DO IS *IGNORE* THE SENSORAL IMAGES AROUND ME AND FIND THE *TUNNEL WALL*--

RAZK

BINGO!

ONE *INSTANT EXIT*, COMING UP!

WHEW! FOR A MINUTE THERE, I WAS *SURE* I WAS RIPPING A HOLE IN *OPEN AIR.*

WELL, WELL, WELL--*LOOK* WHAT I FOUND.

IT'S SOME KIND OF *MAINTENANCE SHAFT*. BUT ALL THIS ELECTRONIC HARDWARE -- IT'S LIKE *NOTHING* I'VE EVER SEEN BEFORE. I'VE A FEELING EVEN *REED RICHARDS* WOULD HAVE A HARD TIME *FIGURING* ALL THIS OUT.

WHOEVER *BUILT* THIS PLACE QUALIFIES IN *MY* BOOK AS A 100%, GRADE 'A', DIED-IN-THE-WOOL *GENIUS*.

WISH I COULD SAY THE SAME FOR *ME*.

HECK, MY TRAINING IS IN *BIOLOGY*, NOT ELECTRONICS. IT'S A *TRIUMPH* FOR ME TO REPLACE MY *FUSES* WITH-OUT GETTING *ELECTROCUTED*.

I WOULDN'T KNOW WHERE TO *BEGIN* TO SABOTAGE THE MURDERWORLD.

I SHOULDN'T SOUND SO *DEPRESSED*. WHO KNOWS, MAYBE CAP'S DOING *BETTER*.

ON THAT NOTE, LET'S SHIFT SCENES AGAIN, AND FIND OUT...

IT'S A GIANT *TREASURE-SCOOP* GAME, WITH COURTNEY AS ONE OF THE *PRIZES!*

I'VE PLAYED THE NORMAL-SIZED GAME *SCORES* OF TIMES AT *FUN FAIRS* BACK HOME-- AND MY LUCK HAS ALWAYS BEEN *LOUSY*.

I SUPPOSE THESE *HANDLES* MUST CONTROL THE *SCOOP*...

I'D BETTER GET *CRACKING*. COURTNEY HAS BARELY A *MINUTE* OF AIR LE--

HEY!!

SLAM!

DON'T BE *ALARMED*, HERO.

THIS IS JUST A LITTLE *SOMETHING* TO MAKE THE GAME A LITTLE MORE, SHALL WE SAY...

...*INTERESTING?*

FLOOOSH

TELL ME, BIG FELLA, HOW LONG CAN YOU *TREAD WATER?*

THIS IS *MARVELOUS!* I HAVEN'T *ENJOYED* MYSELF THIS MUCH IN *YEARS.* FINALLY, I'M UP AGAINST FOES *WORTHY* OF MY GENIUS!

ARCADE, THE SENSORS *AREN'T* PICKING UP *SPIDER-MAN* ANYMORE.

AYE. AN', ALL OF A SUDDEN, WE HAVE *MALFUNCTION* READ-OUTS FROM THE *CENTRAL POWER CORE.*

QUIET! BOTH O' YOU! DON'T *EVER* DISTURB ME IN THE MIDDLE OF A *GAME!*

IF THERE'S A PROBLEM, *DEAL* WITH IT. I'M *BUSY!*

SO'S SPIDEY, AT THE MOMENT. AND HAVING THE TIME OF HIS LIFE, TOO.

AS THE *THING* TOLD ME, ONCE UPON A TIME --

--WHEN IN DOUBT, *SMASH EVERYTHING.* AND PRAY YOU'RE SOMEWHERE *ELSE* WHEN IT ALL GOES *BLOOEY.*

HOPE THIS IS DOING SOME *GOOD.*

WHAT'S GOING ON?! BAD ENOUGH MY *SEALED* CHAMBER IS FILLING WITH *WATER,* BUT NOW THE GRAB'S *ACTING UP.*

KTANC!

INSTRUMENTS INDICATE A *DISRUPTION* IN THE POWER FLOW, *SCRAMBLING* THE CONTROL CIRCUITS, MAKING THE GRAB WORK IN *FITS AND STARTS.*

HAD

TIME'S RUNNING *OUT*-- FOR ME AND COURTNEY *BOTH.*

I'LL ONLY HAVE *ONE* DECENT CHANCE AT HER, AND IF I *MISS...*

...NEITHER OF US WILL LIVE *LONG ENOUGH* FOR A SECOND TRY.

AT THAT VERY MOMENT, THOUGH, JUST AROUND THE PROVERBIAL CORNER...

YOO-HOO, ANYBODY HOME?

NO ANSWER. I GUESS THE COAST IS *CLEAR*. TOO BAD. I WAS HOPING SOMEBODY COULD HAVE *TOLD* ME WHERE THE HECK I *AM*.

Ah, WELL, I'VE DONE *ALL* I COULD *BACK-STAGE*. TIME I CAME OUT INTO THE *OPEN*.

ARCADE! THE SENSORS HAVE PICKED UP *SPIDER-MAN* AGAIN!

HE'S *RIGHT OUTSIDE!*

NO *TINGLING* FROM MY SPIDEY-SENSE -- LOOKS LIKE I WON'T HAVE TO WORRY ABOUT *BOOBY-TRAPS*.

AND SINCE THIS *DOOR* SEEMS TO BE THE *ONLY* WAY OUT OF HERE...

FIGURES. IT'S *LOCKED*.

VERY *GOOD*, WEB-SLINGER. NO ONE'S EVER EVEN COME *CLOSE* TO REACHING MY *CONTROL CENTER*.

YOU'RE A *MAN* AFTER MY OWN *HEART*, FELLA.

BUT YOU'LL FIND *ARCADE* IS NEVER WITHOUT *RESOURCES*, EITHER.

KLAK

Uh-oh. A *SLIDING* PANEL TO THE LEFT OF THE DOOR -- IT'S *OPENING*.

AND THERE'S A *SEALED* CHAMBER, WITH SOME SORT OF *WELL* IN THE MIDDLE.

NOT THE *SUBTLEST* INVITATION TO A *TRAP* I'VE EVER RECEIVED. THANKS, PAL, BUT *NO THANKS*.

Hm... THE *FLOOR* AROUND THE WELL IS LITTERED WITH GIANT *CRACKERJACK PRIZES*, AN' AT THE BOTTOM OF THE *WELL* ITSELF -- *CB!!*

HOLDING HIMSELF *UNDERWATER* LIKE HIS *LIFE* DEPENDED ON IT!

SO MUCH FOR *INSTANT RESOLUTIONS*.

THWIP!

I HOPE I WON'T LIVE TO *REGRET* THIS.

UNLESS CAPPY'S GONE TOTALLY *WACKO*, THERE'S *MORE* TO THIS THAN MEETS THE *EYE*.

AHA! THE DOOR SLID *SHUT* BEHIND ME, RIGHT ON CUE.

WHICH MEANS I'D BETTER MAKE LIKE A *LIFEGUARD*, BEFORE WE GET HIT WITH ANYMORE *SURPRISES*.

SKREEK

C'MON, BARS -- *GIVE* ALREADY! **GIVE!**

CAP!

FORGET... 'BOUT ME...GET *COURTNEY...!*

COURTNEY *WHO?* WHAT ARE YOU *TALKING* ABOUT?

THERE'S NO TIME TO *EXPLAIN!*

SHE'S *SUFFOCATING* INSIDE THAT CASING! WE'VE GOT TO GET HER *OUT!*

Oh, LORD -- SHE'S SO *PALE*, LYING SO *STILL* --!

HEAVE, SPIDEY! FOR THE *LOVE* OF ALL THAT'S HOLY --

--HEAVE!

LISTEN TO HIM -- HE'S NEAR-CRAZY WITH *WORRY*.

THIS COURTNEY *MUST* MEAN AS MUCH TO RED AS *MJ* MEANS TO ME.

SN-A-A-KT!

TAKE IT *EASY*, LUV. YOU'RE GOING TO BE *ALL RIGHT*.

I *HATE* TO BURST YOUR BUBBLE, CB, BUT IF THESE *TINGLES* O' MINE MEAN WHAT I *THINK* THEY MEAN...

GAS!

IT'S FILLING THE ROOM SO *FAST* THERE'S NO TIME FOR ME TO WHIP UP ANY *WEB FILTERS*. WE'VE GOT TO FIND A WAY *OUTTA HERE!*

I JUST DON'T *GET IT*, THOUGH. ALL THE *DAMAGE* I DID BACK IN THOSE MAINTENANCE TUNNELS MUST HAVE HAD *SOME* EFFECT BY NOW. IT *MUST* HAVE!

"WITH *MY* LUCK, THOUGH, I PROBABLY JUST SHORTED OUT THEIR *MR. COFFEE.*"

ARCADE, THE *SYSTEMS--!*

STUFF THE SYSTEMS, CHAMBERS, AND LEAVE ME *ALONE!*

THE GAME'S *AFOOT,* MAN, AND ARCADE'S HAVING THE *TIME* OF HIS LIFE! I CAN'T *WAIT* TO SEE WHAT SPIDER-MAN COMES UP WITH *NEXT.*

IN TRUTH, THE ANSWER COMES SOMEWHAT SOONER THAN ARCADE HAD EXPECTED...

SYSTEMS OVERLOAD! I WARNED YOU, ARCADE!

YYIIIIII--!!

THAT WALL-CRAWLING *FREAK* HAS BEEN PLAYING *HOB* WI' THE CENTRAL CORE--

-- AN' NOW THE *WHOLE COMPLEX* IS BLOWIN' UP IN OUR *FACES!*

EXPLOSIONS, *LOTS* OF 'EM, AN' GETTING *WORSE* WITH EVERY MOMENT. COMING *CLOSER,* TOO.

TIME, I THINK, THE *THREE* OF US WERE SOMEWHERE *ELSE.*

RR

KRAK

MY *SPIDEY-SENSE* DOESN'T TINGLE WHEN I FACE *THIS* WALL-- WHATEVER'S BEHIND IT ISN'T *DANGEROUS.*

BUT-- *HOO-BOY!* DOES IT *STINK!*

PHEW! WHAT AN INCREDIBLE *SMELL* I'VE DISCOVERED. IT *STINKS* EVEN WORSE THAN THE *GAS.*

SPIDEY, THE *EXPLOSIONS...*

I *HEAR* 'EM.

AN' I HAVE A FEELING I'M GONNA *REGRET* WHAT I'M ABOUT TO *SAY--*

-- LAST ONE IN IS A *ROTTEN EGG!*

IT'S ALMOST DAWN, AND THE STREETS OF MID-TOWN MANHATTAN ARE EMPTY...

...THE GREAT, MAN-MADE CANYONS EERILY QUIET, SAVE FOR THE OCCASIONAL GROWL OF A PASSING CAR.

IT'S A TIME WHEN ANYTHING CAN HAPPEN.

AND, FREQUENTLY, DOES.

KBANG!

Oh, BROTHER! TALK ABOUT OUT OF THE FRYING PAN INTO THE FIRE.

JOEY, IT'S SPIDER-MAN! POPPIN' OUTTA THE SEWER LIKE A JACK-INNA-BOX!

SHEE-OOT! WILL YA GETTA LOADA THE STENCH?!

DON'T REMIND ME, FELLA. IF I NEVER BREATHE AGAIN, IT'LL BE TOO SOON.

YOU MAKE A MOVE, BUSTER, AN' YOU'LL GET YOUR WISH.

ASSUME THE POSITION, SPIDEY.

3741

CAPTAIN BRITAIN, WHAT--?!

I'M NOT SURE, COURTNEY.

YOU'RE UNDER ARREST, YOU THREE. WE GOT AN ALL-POINTS BULLETIN...

...TO BRING CAPTAIN BRITAIN IN, WILLIS. NOT TO PLAY GANG BUSTERS.

CAP'N DEWOLFF!

THAT'S RIGHT, WILLIS. I PICKED UP YOUR PARTNER'S SQUEAL ON THE RADIO. I'LL TAKE CHARGE OF THE HEROES AND THEIR LADY.

AND SO, A FEW MINUTES LATER...

...WE'VE BEEN ON YOUR TRAIL HALF THE NIGHT, HOTSHOTS. WHERE'VE YOU BEEN?

ASIDE FROM THE CITY SEWERS.

WOULD YOU BELIEVE A PLACE CALLED MURDERWORLD?

WHERE YOU'RE CONCERNED, CHUM, I'LL BELIEVE ANYTHING.

INTERPOL SAYS THE MAGGIA PUT OUT A *MILLION DOLLAR CONTRACT* ON CAPTAIN BRITAIN HERE-- AMONG OTHERS-- BUT SOME *LONE WOLF* GOT TO THEIR *TOP HEIRARCHY* FIRST.

DID A *PUNISHER*-TYPE NUMBER ON "*THE COMMISSION*"-- SHOT 'EM TO PIECES. IT'LL BE *MONTHS* BEFORE THE FAMILIES *RECOVER*.

ANYWAY, SOON AS WE *HEARD* YOU WERE IN NEW YORK, CAP, WE WENT AFTER YOU--TO *WARN* YOU. BETTER LATE THAN *NEVER*, I GUESS.

OKAY, SPIDEY-- *END OF THE LINE.*

HUH?!?

I *OWE* YOU, WEB-SLINGER, AND *JEAN DEWOLFF* IS A WOMAN WHO *PAYS* HER DEBTS.

TAKE OFF, PAL. I'LL MAKE YOUR *EXCUSES* TO HEAD-QUARTERS.

THANKS, LADY COP. SO LONG COURTNEY, RED-- YOU TWO *TAKE CARE.*

TAKE *GOOD* CARE--'CAUSE I'VE GOT A FEELING WE HAVEN'T SEEN THE *LAST* OF MURDERWORLD. OR ITS UNKNOWN *CREATOR.*

SPEAKING OF WHICH...

ARCADE, THE EXPLOSIONS HAVE DESTROYED *EVERYTHING.*

MURDERWORLD IS... *NO MORE.*

I JUST GOT WORD BOTH ROAK AND MORAN ARE *DEAD*-- YOU WILL RECEIVE *NO PAYMENT* FROM THE MAGGIA. AS FAR AS *THEY'RE* CONCERNED, THEY NEVER EVEN *HEARD* OF YOU. OR *CAPTAIN BRITAIN.*

FORGET CAP'N BRITAIN. HE ISN'T *IMPOR-TANT.*

HE AN' SPIDEY BEAT YOU, BOSS, FAIR AN' SQUARE. WHAT'RE YOU GOIN' T' DO *NOW?*

DO, MISS LOCKE, MR. CHAMBERS?

WHY, I'M GONNA *REBUILD*, O' COURSE. BIGGER AN' *BETTER* THAN BEFORE. AN' THEN, MY FRIENDS, WHEN WE'RE *READY...*

...WE'RE GONNA INVITE THE ONE-AN'-ONLY *SPIDER-MAN* BACK FOR A *REMATCH.*

AN' *GUESS* WHO'S GONNA *WIN?*

NEXT ISSUE SPIDEY FINDS HIMSELF AT THE **MERCY** OF ONE OF HIS OLDEST, **DEADLIEST** FOES: ***KRAVEN THE HUNTER.*** AND FINDS HIMSELF TRAPPED IN A FIGHT TO THE **DEATH**... A FIGHT HE **DARE NOT WIN!!**

TIGRA, TIGRA, IN THE NIGHT...

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FEATURING

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AT KRAVEN'S COMMAND!

Stan Lee PRESENTS: SPIDER-MAN!™ and TIGRA!™

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TIGRA TIGRA, BURNING BRIGHT!

THERE WAS SOMETHING IN THE AIR, A SENSE OF... WRONGNESS THAT HAD SET HIM ON EDGE FROM THE MOMENT HE'D GOTTEN OUT OF BED.

BRO-THERRR!! I SHOULD HAVE DONE THIS HOURS AGO!

HE'D BEEN ON A SHORT FUSE ALL DAY, SNAPPISH WITH FRIENDS, UNABLE TO **CONCENTRATE** IN CLASS--ACTING LIKE SOMEONE WHO HAD A MONUMENTAL ITCH HE COULDN'T SCRATCH!

FINALLY, AFTER A FRUITLESS EVENING STARING AT HIS BOOKS-- AND THE WALLS OF HIS APARTMENT-- HE COULDN'T STAND IT ANY LONGER.

TROUBLE IS, I'M IN SUCH *LOUSY* ACADEMIC SHAPE, I CAN'T AFFORD TO MISS A *SINGLE* CLASS-- OR GET ANY FARTHER *BEHIND* ON MY ASSIGNMENTS!

STILL, A FAST SWING THROUGH MIDTOWN CAN'T *HURT.*

IF I'M *LUCKY,* IT MIGHT EVEN CLEAR SOME OF THE *COBWEBS* OUT OF MY BRAIN.

THWIP!

MAN, I WAS REALLY GOING *STIR-CRAZY* IN MY APARTMENT. THOSE BIOLOGY NOTES WERE FADING INTO ONE BIG *BLUR.*

WISH I KNEW WHY I'M SO *TOUCHY* ALL OF A SUDDEN. IT'S *WEIRD*--LIKE ALL MY INSTINCTS ARE *SCREAMING* THAT SOMETHING'S GONNA *HAPPEN.*

ONLY *NOTHING* HAS.

LOOK AT THE YOUNG FOOL.

JUSTINE'S DELI

EVEN MY *SPIDER-SENSE* SEEMS TO BE TAKING THE NIGHT *OFF.*

SKYLARKING THROUGH THE NIGHT WITHOUT A *CARE* IN THE WORLD. *ENJOY* YOURSELF, SPIDER-MAN...

"...WHILE YOU CAN."

WHOOPS! I SPOKE *TOO SOON!*

SPIDEY-SENSE JUST KICKED INTO *HIGH GEAR!* THERE'S A *MAN* ON THAT ROOF BEHIND ME--TRYING VERY HARD *NOT* TO BE *SEEN.*

YOU GET AN "A" FOR EFFORT, PAL--BUT YOU'RE GONNA HAVE TO DO *WAY* BETTER THAN THAT TO CATCH EVERYONE'S FAVORITE WALL-CRAWLER BY *SURPRISE.*

NOW THAT I'M OUT OF THAT GUY'S *VIEW,* I'LL JUST PULL A FAST *U-TURN...*

...AND DOUBLE BACK ON MY TRAIL, I'LL BE ON TOP OF HIM BEFORE HE KNOWS IT.

BE A NICE CHANGE FOR ONCE TO FAKE OUT THE BAD GUYS.

WONDER WHO IT COULD BE? WHOEVER HE IS, HE CAN'T BE TOO DANGEROUS--

--I HAD NO TROUBLE SPOTTING HIM.

I CAN HEAR HIM CREEP-ING ACROSS THE ROOF, TRYING HIS BEST TO MOVE SI-LENTLY...

...AND FAILING MISERABLY.

THERE HE IS! THIS IS GONNA BE SO EASY, IT'S ALMOST EMBARRASSING.

LOOK-ING FOR ME, BUNKIE?!

HOLY COW --IT'S KRAVEN!

UNNNGNH!

AS A MATTER OF FACT, MY WEB-SPINNING CRETIN--

--I WAS!!

BAO

ONE OF MY OLDEST, *DEADLIEST* FOES--AN' HE *SUCKERED* ME BUT *GOOD!*

HOW *KIND* OF YOU TO *REMEMBER* ME, SPIDER-MAN.

WITH AN *UGLY* MUG LIKE YOURS, KRAVEN, HOW COULD I *FORG*--

UNNFFF!!

BLOM!

AS ALWAYS, LITTLE MAN, YOU HAVE A *SMART MOUTH.*

TAKE *CARE*, LEST KRAVEN SHUT IT *FOREVER.*

WHAT *GIVES?!* KRAVEN BEEN TAKING A *JACK LALANNE* CRASH COURSE SINCE WE LAST *FOUGHT*--?!*

* *PETER PARKER* #2--ARCHIE.

HE'S *FASTER* THAN EVER--*STRONGER*, TOO. WHEN I GRABBED HIS LEG, HIS *MUSCLES* FELT LIKE *IRON.*

AND THE *CON-FIDENCE* IN HIS VOICE...

KTAK

DESPITE ALL THE TIMES I'VE *BEATEN* HIM, I GET THE FEELING HE'S *TOYING* WITH ME.

ROK!

... I DON'T WANT MY *VICTORY* TO BE TOO *EASY.*

THOW!

ANYTHING TO *OBLIGE*, "JUNGLE JERK."

PAY *ATTENTION*, SPIDER-MAN! I'VE WORKED *LONG* AND *HARD* FOR THIS MOMENT...

I'VE *SHAKEN* HIM! BUT WHERE *KRAVEN'S* CONCERNED, I DON'T TAKE ANY *CHANCES.*

GOTTA MOVE IN *FAST,* FINISH HIM OFF WHILE HE'S STILL *WOOZY.*

I HEARD HE *BROKE JAIL* NOT LONG AGO--GUESS HE COULDN'T WAIT TO COME *AFTER* ME. I OUGHT TO BE *FLATTERED.*

LOSING YOUR *TOUCH,* FELLA? I SPOTTED THAT PUNCH COMING A *MILE* AWAY.

I *KNOW.* I *PLANNED* IT THAT WAY.

WHA--?! OH, *NO!!*

DARTS! DOZENS OF 'EM--*NO TIME* TO--

FWIP FWIP FWIP FWIP

A GREAT *HUNTER* FIGHT WITH *MORE* THAN HIS FISTS, YOUNG FOOL--HE USES HIS *BRAIN* AS WELL.

N-NO...

THE DARTS WERE TIPPED WITH A *NEURAL POISON,* SPIDER-MAN.

IT HAS *NO ANTI-DOTE.* IN A FEW MOMENTS, IT WILL BE *ALL OVER.*

WE HAVE FOUGHT OUR *LAST* BATTLE, YOU AND I, AND THE FINAL VICTORY IS *MINE!*

EVERYTHING'S GOING... *CRAZY* 'ROUND ME. I'M TRAPPED IN A *GIANT WEB* --CAN BARELY *MOVE!*

HEY! YOU-- YOU'RE NOT *KRAVEN!*

Y-YOU'RE--NO!!

IT...CAN'T *END* THIS WAY... NOT... WAY... I... :/-

THE BONY HAND REACHES FOR HIM, THROUGH HIM, AND SPIDEY'S WORLD SHATTERS INTO DARKNESS. AND FOR ALL HE KNOWS, THIS TIME HE WON'T WAKE UP.

BUT HE DOES.

HEAD THROBBING, BODY ACHING--FEELING SO MISERABLE HE'D ALMOST PREFER BEING DEAD--HE PULLS HIMSELF BACK TO REALITY...

...AND FINDS HE'S KRAVEN'S PRISONER.

WELCOME TO MY HUMBLE HOME, OLD ENEMY. MY...PET AND I ARE PLEASED TO SEE YOU FINALLY AWAKE.

WISH I COULD SAY THE SAME.

THAT WOMAN, I RECOGNIZE HER FROM THE BUGLE FILES! SHE'S TIGRA!

BUT I'D READ SHE WAS WORKING WITH THE FANTASTIC FOUR!* WHAT'S SHE DOING WITH KRAVEN?! HECK, WHAT AM I DOING HERE? I HAVE CLASSES IN THE MORNING.

ALL RIGHT, KRAVEN, WHAT'S GOING ON? YOU HAD ME AT YOUR MERCY! WHY'D YOU LET ME LIVE?!

*SHE WAS, THOUGH SHE'S LONG-SINCE DEPARTED THE BAXTER BUILDING--IN FF #'S 177-183--YE OLDE ARCHIVIST ARCHIE.

BECAUSE, IN MY OWN WAY, SPIDER-MAN, I AM A MAN OF *HONOR*--AND YOU ARE A FOE WORTHY OF *RESPECT.*

I *COULD* HAVE SLAIN YOU THEN--I WAS SORELY *TEMPTED* --BUT THIS, I THINK, IS A FAR *BETTER* WAY.

RRROWRRL-??

HUSH, LITTLE ONE. BE STILL.

SHE *KNOWS* WHAT IS TO COME, MY FRIEND. SHE'S EAGER FOR THE *HUNT.*

YOU ARE HER PREY, SPIDER-MAN. IF SHE *SLAYS* YOU, MY VENGEANCE IS *COMPLETE.* IF YOU SLAY HER... YOU'LL HAVE *EARNED* YOUR OWN LIFE, IF YOU HAVE A *GOD,* SPIDER-MAN--

--PRAY TO HIM.

TIGRA-- *KILL!!*

OBOY!

IF THAT LADY WAS *EVER* HUMAN, SHE SURE AIN'T *NOW!*

HER POWER'S *INCREDIBLE!* SHE CROSSED THE HUT IN *ONE LEAP!* NO TIME TO TRY TO *SNAP* THESE CHAINS!

CAN'T AFFORD ANY *MISTAKES!* IF SHE GETS HER *CLAWS* INTO ME...

STOPPED HER--BUT JUST *BARELY!* WAY SHE'S WIGGLING, IT'D BE EASIER TO HOLD A *GREASED PIG.*

SHE'S ATTACKING LIKE AN *ANIMAL*--TRYING TO GET IN CLOSE, GO FOR THE *JUGULAR.*

STILL A LITTLE *WIPED OUT* FROM KRAVEN'S DARTS-- CAN'T HOLD HER OFF *FOREVER.*

ONLY CHANCE IS TO *OUT-THINK* HER-- LIKE *SO!*

WHADDAYA KNOW? IT *WORKED!*

I'VE GOT SOME *BREATHING SPACE*-- BUT NOT MUCH, SHE ROLLED TO HER FEET LIKE A *CAT.* SHE'LL BE ON ME IN AN-OTHER *SECOND.*

GOTTA GET *FREE* OF THESE *CHAINS!*

C'MON, *SPIDER-STRENGTH!* WHERE ARE YOU WHEN I NEED YOU *MOST?!*

DID IT!

SNAP!

ONE DOWN, *ONE* TO GO-- BUT RIGHT NOW, I'M NOT *COMPLAINING!*

I DIDN'T THINK IT *POSSIBLE!* THOSE CHAINS WOULD HAVE HELD A *BULL ELEPHANT!*

QUICKLY, TIGRA-- *FINISH HIM!*

WHAT'S'A *MATTER,* KRAVEY-OL'-BUDDY? YOU FIGURE THIS IS ONLY A FAIR FIGHT IF I'M ALL *CHAINED UP?*

I LIKE YOUR SENSE OF *"HONOR"*, PAL.

THERE! LOOPED THE CHAIN AROUND TIGRA'S *COLLAR!*

NOW, WE PLAY A LITTLE *SNAP THE WHIP*-- AND THE CAT-LADY SPINS OFF THE NEAREST WALL, WHICH, HOPEFULLY, SPINS HER INTO *DREAM-LAND.*

I *HOPE* SO! SHE'S GOT THE *EDGE* IN THIS FIGHT! SHE'S TRYING TO *KILL* ME ANY WAY SHE CAN...

...WHILE I'M TRYING TO STOP HER WITHOUT *HURTING* HER.

EITHER WAY, THE *ULTIMATE* VICTORY THIS NIGHT WILL BE *KRAVEN'S.* YOU FIGHT A BATTLE I *CANNOT LOSE.*

YOU HAVEN'T WON *YET,* HERO, AND FOR ALL YOUR *SQUEAMISH SCRUPLES,* THE ONLY HOPE YOU HAVE IS TO *KILL* TIGRA BEFORE SHE KILLS *YOU.*

RRRAWR!

SO MUCH FOR *THAT* IDEA. SHE ISN'T EVEN *STUNNED.* FROM THE SOUND OF IT, ALL I DID WAS MAKE HER *MAD.*

I CAN FEEL THE CHAIN *GIVING* --BUT IT ISN'T GONNA BREAK IN *TIME--!*

YEE-*OWWWW!!*

NOW THE STUPID CHAIN *SNAPS!*

TIGRA'S SO *INTENT* ON TEARING MY THROAT OUT, SHE'S *IGNORING* THE FIRE. WISH *I* COULD DO THE *SAME.*

GOTTA USE OUR *MOMENTUM* TO *ROLL* US OUT OF THE FLAMES BEFORE WE GET *PAR-BROILED.*

BUT *WHAT* DO I DO NOW? NO MATTER HOW *HARD* I HIT TIGRA, SHE KEEPS ON *COMING.*

I'VE GOT AN *AWFUL* FEELING KRAVEN IS *RIGHT*--THAT NO MATTER WHAT I DO--

--THIS FIGHT'S COMING DOWN TO *TIGRA'S* LIFE... OR *MINE.*

KRAVEN WOULD *LOVE* THAT--SEEING ME DESCEND TO *HIS* LEVEL, KILL OR *BE KILLED.* WELL, THAT'S *NOT* GONNA HAPPEN!

THERE *HAS* TO BE ANOTHER WAY TO *FINISH* THIS. ALL I HAVE TO DO IS *THINK* OF IT.

WHAT THE--?!?

TIGRA'S *COLLAR*--MY CHAIN STUNT MUST'VE TORN *LOOSE* SOME OF THE ORNAMENTAL DIAMONDS. THERE'S A BUNCH OF *PRINTED CIRCUITS* UNDERNEATH!

I WONDER IF THIS LITTLE GIZMO HAS SOMETHING TO DO WITH THE TIGER-LADY'S *ANTI-SOCIAL* BEHAVIOR!

IF I *REMEMBER* RIGHT, IN BIOLOGY CLASS WE DISCUSSED THE THEORY THAT AN INTENSE *ELECTROMAGNETIC FIELD* COULD BE USED TO SCREW UP THE NORMAL OPERATION OF A PERSON'S *BRAIN.*

'COURSE, FOR ALL *I* KNOW, THIS THING'S *REALLY* A FANCY *FM RADIO*--BUT IF I'M *RIGHT,* THEN SIMPLY TEARING IT *OFF* SHOULD SET TIGRA *FREE.*

WHAT THE HECK--I'VE GOT *NOTHING* TO LOSE.

SKIZRK!

AARRRGH!

FOR A MOMENT, TIME SEEMS TO STAND STILL...

WHAT?! WHAT HAVE YOU *DONE?!?*

THROWN A *MONKEY-WRENCH* INTO THE WORKS, MAYBE? I HOPE.

KRAVEN, OL' PAL, I'VE GOT THE FEELING IT'S A *WHOLE NEW BALLGAME.*

...AND THEN...

YOU!!

HEY, THE LADY *TALKS!*

UH-*OH.* FROM THE *TONE* OF TIGRA'S VOICE, I THINK I ALSO JUST *STRUCK OUT...*

WAIT--! SHE'S LOOKING *PAST* ME, LIKE I'M NOT EVEN *HERE!* SHE COULDN'T CARE *LESS* ABOUT ME. SHE WANTS...

KRAVEN!!

YOUR LORD AND *MASTER*, TIGRA. YOU WERE MINE BODY AND *SOUL* A MOMENT AGO-- YOU WILL BE SO *AGAIN*.

I'LL TEAR YOUR *HEART* OUT FIRST.

THREATS DO NOT IMPRESS ME, LITTLE CHANGELING.

AS I TOLD YOU WHEN WE *FIRST MET*:* AGAINST KRAVEN THE HUNTER--

--YOU ARE PLAYING *OUT OF YOUR LEAGUE!*

FOOMPH!

*IN MARVEL CHILLERS # 4 -- A.G.

EASY, LADY-- I'VE GOT YOU.

AND KRAVEN'S GETTING *CLEAN AWAY*. BUT I CAN'T GO *AFTER* HIM TILL I'VE MADE SURE TIGRA'S ALL RIGHT.

CAN'T WIN 'EM *ALL*, I GUESS.

I SAID, *RELAX*, TIGRA! THAT GAS HIT YOU PRETTY *HARD*.

I'LL =KOFF= =KOFF= BE... OKAY. SORRY I...ATTACKED... YOU, I...

I *UNDERSTAND*. BUT WHAT'S KRAVEN'S BEEF WITH *YOU*?

"BACK IN CHICAGO, I HELPED PUT HIM IN *PRISON* ON A KIDNAP/MURDER RAP. HE *ESCAPED* LAST YEAR. I WENT AFTER HIM, TRACKED HIM *EAST*.

"I LOST HIS TRAIL WHEN I GOT INVOLVED WITH THE *FF*. LATER, I HEARD *YOU'D* CAPTURED HIM.

LOADING

"HE WAS BEING *SHIPPED* BACK TO PRISON IN ILLINOIS WHEN HE BUSTED *OUT* AGAIN. SO I WENT AFTER HIM *AGAIN*.

"IT WASN'T *EASY*, BUT I EVENTUALLY GOT A LINE ON HIS NEW *HIDEOUT*--AN ABANDONED WAREHOUSE ON THE JERSEY CITY *WATERFRONT*.

"I FIGURED I COULD *TAKE* HIM --I HAD THE LAST TIME WE FOUGHT --SO I WENT IN *ALONE*.

"HE WAS *WAITING* FOR ME.

THAT FIGURE--IT'S A DUMMY!!

UNNGNH!

WHUK

NO, CAT-THING. TO COIN A PHRASE, IT'S YOU WHO ARE THE DUMMY HERE.

"IN THAT INSTANT, OUR ROLES WERE REVERSED. KRAVEN WAS THE AGRESSOR NOW, AND I WAS THE BUMBLING INNOCENT WHO'D JUST WALKED WIDE-EYED INTO HIS TRAP.

HE MUST'VE BEEN AFTER ME ALL ALONG--LAYING DOWN A PATTERN OF CLUES TO KEEP ME OCCUPIED TILL HE WAS READY TO TAKE ME.

AND FINALLY, THIS--A SET-UP SPECIFICALLY DESIGNED TO CONFUSE MY FELINE HYPER-SENSES.

FIRST ROUND MAY BE YOURS, BIG FELLA--BUT THIS FIGHT ISN'T OVER YET!

I'M AFRAID YOU'RE WRONG, MY DEAR--

--IT IS OVER.

AND YOU HAVE JUST LOST!

NO!!

"LIKE EVERYTHING ELSE, THE GAS WAS DESIGNED ESPECIALLY FOR ME. IN ONE BREATH, I WAS PARALYZED...

"...AND THAT WAS JUST HOW KRAVEN WANTED ME."

DO YOU KNOW WHAT THIS IS, TIGRA?

A MNEMONIC SCRAMBLER. ONCE THIS COLLAR IS SNAPPED AROUND YOUR NECK, YOUR EVERY THOUGHT WILL BE MINE TO CONTROL.

YOU WILL BE MY WILLING SLAVE, CAT-THING. FOREVER.

I DON'T *REMEMBER* MUCH AFTER THAT.

WITH THE *CONTROL COLLAR* TURNING ME INTO KRAVEN'S...*PET*, HE BEGAN PHASE 2 OF HIS PLAN AND WENT AFTER *YOU*. I DIDN'T WANT TO *FIGHT* YOU, SPIDEY...

...AND YET...I *DID*. PART OF ME IS PURE *HUNTING CAT*, LIVING ONLY FOR THE THRILL OF THE CHASE...AND THE *KILL*. NORMALLY, I KEEP THAT HALF OF MY *SELF* ON A VERY TIGHT *REIN*...

BUT KRAVEN TURNED IT *LOOSE*, HOPING YOU'D TEAR ME TO *PIECES*. NICE, REAL *NICE*.

WE'LL *FIND* HIM, TIGRA. I *PROMISE* YOU.

TROUBLE IS, HE'S GOT ONE HECKUVA *HEAD START*.

HEY! WHERE ARE YOU *GOING?!?*

HUNTING.

I KNOW KRAVEN'S *SCENT*, PAL. WITH MY POWERS, I CAN FOLLOW HIM *ANY-WHERE* IN THE WORLD.

AS I RECALL, LADY, THAT'S HOW HE *SUCKERED* YOU-- *CRIPES!!*

I'M IMPRESSED, KRAVEN. ALL THIS TIME, YOU MADE LIKE WE WERE IN *AFRICA*--AN' IT TURNS OUT WE ONLY WENT AS FAR AS *JERSEY*.

HUH--?!? NOW WHAT--? THE GROUND'S STARTED *SHAKING*...

THAT'S *MANHATTAN!*

...LIKE SOME SORT OF *MEDIUM-GRADE*...

...EARTH-QUAKE.

TIGRA, IT'S A *STAMPEDE!*

ONCE UPON A TIME, THIS HAD BEEN A SAFARI PARK. HUNDREDS OF ACRES SCULPTED TO RE-SEMBLE THE AFRICAN VELDT, STOCKED WITH ALL MANNER OF EX-OTIC BEASTS...

WALL-CRAWLER-- I *NO-TICED*.

IT DID WELL AT FIRST, BUT THEN THE NOVELTY WORE OFF, ATTENDANCE DROPPED, OWNERS WENT BANKRUPT, AND THE PARK FINALLY CLOSED.

THE ANIMALS--FORGOTTEN IN ALL THE COMPLEX, CONFUSED LITIGATION THAT FOLLOWED--RAN WILD. MANY OF THEM DIED.

UNTIL KRAVEN--AFTER HIS LATEST ESCAPE--TOOK REFUGE IN THE PARK. HE NURSED THE SURVIVING ANIMALS BACK TO HEALTH AND TRAINED THEM TO OBEY HIS EVERY COMMAND.

TONIGHT, THAT TRAINING SEEMS TO BE PAYING OFF.

SPIDEY, THE HERD'S TOO CLOSE, COMING TOO FAST! WE CAN'T OUTRUN THEM OR GET OUT OF THEIR WAY!

WE'VE ONLY ONE CHANCE!

FOLLOW ME!!

THIS ISN'T A CHANCE, LADY--THIS IS CRAZY!

ON THE OTHER HAND, IT SURE BEATS BEING TRAMPLED.

BUT NOT BY MUCH. IT'S TAKING ALL MY SKILL TO KEEP MY BALANCE RUNNING ACROSS THE BACKS OF THESE ANIMALS. HOW THE HECK DOES TIGRA MAKE IT LOOK SO BLASTED EASY?!?

HOO-BOY, ONE MISSTEP, AN' IT'S SPIDER-MAN, NO MORE!

IMPOSSIBLE!

THEY BOTH MUST BE FEELING THE EFFECTS OF THEIR BATTLE--OF MY GAS BOMB--

--WHY DON'T THEY FALL?!?

IN THIS *OPEN*, LEVEL GROUND--ONCE THE STAMPEDE HAS RUN ITS *COURSE*--THE ADVANTAGE IS *THEIRS*.

I NEED A BATTLE-SITE MORE *SUITED* TO MY ABILITIES...

...AND THAT COPSE OF *TREES* FITS THE BILL *PERFECTLY*.

HAVEN'T YOU *HEARD*, KRAVEN? IT'S *IMPOLITE* TO TURN YOUR BACK ON A *LADY*.

TIGRA!

SHE WAS *METERS* AWAY! DIDN'T THINK SHE COULD MOVE SO *FAST*--!!

I'LL DO WITH YOU WHAT I *PLEASE*, CAT-THING!

BROW!

WANNA *BET?*

FOOL! I'VE SPENT MONTHS *STUDYING* YOU AND YOUR CAT-PEOPLE, I KNOW YOUR *STRENGTHS*...

...AND YOUR *WEAK-NESSES!*

EEEE

LORD--MY *EARS!!* CAN'T STAND...THE *--PAIN!!*

MY *ULTRA-SONIC BLASTER*, TIGRA-- BUT *MODIFIED* SINCE YOU LAST FELT ITS *AURAL LASH*.

ITS POWER HAS BEEN *AMPLIFIED* TO A DEGREE EVEN YOUR *MAG-NIFICENT WILL* CANNOT WITH-STAND.

I'VE *BEATEN* YOU, LITTLE CHANGELING. THERE WILL BE *NO* ESCAPE FROM *THIS* CONTROL COLLAR. ONCE IT'S AROUND YOUR NECK, YOU WILL *SERVE* ME TILL THE DAY YOU *DIE!*

F-FIGHT IT, GREER--FOR THE *LOVE* OF ALL THAT'S HOLY...*FIGHT!* IT... SO *HARD*... PAIN MORE THAN I CAN *BEAR*...I...I...

...I... CAN'T...

THE LADY LOOKS LIKE SHE CAN USE SOME *HELP.* BUT UNLESS I GROW *WINGS,* I'LL NEVER REACH HER IN *TIME.*

SO--AS MY *PHYSICS PROF* ONCE SAID--WHEN ALL ELSE FAILS, *IMPROVISE.*

ONE *WEB HARDBALL* COMING UP.

BE *KIND,* LADY LUCK--'CAUSE TOM *SEAVER,* I *AIN'T!*

GOT HIM!!

BONK!

UNNNGNH!

NOT *BAD* FOR A FIRST TR--

--*OOPS!*

SPIDER-MAN!!

HIS PITCH... THREW HIM *OFF-BALANCE!* HE FELL UNDER THE *STAMPEDE!*

HE'LL BE *TRAMPLED!!*

OH, *NO--NO!!* IF HE *SACRIFICED* HIS LIFE TO SAVE ME, I'LL NEVER *FORGIVE* MYSELF!

THERE'S A *CHANCE,* THOUGH --A *SLIM* ONE. ONLY A *FEW* ANIMALS RAN OVER HIM BEFORE THE STAMPEDE *PASSED.*

IF THEY CAN, ANIMALS WILL DO ALMOST *ANYTHING* TO AVOID STEPPING ON SOMETHING *ALIVE* IN THEIR PATH. WITH HIS *STRENGTH* AND STAMINA--AND A *LOT* OF LUCK--MAYBE SPIDEY *SURVIVED.*

THERE HE IS!

SPIDEY--YOU'RE *ALIVE!*

DON'T... REMIND ME...

IN A WORD... *OUCH...*

I FEEL LIKE MY WHOLE BODY MUST BE THE *SAME* COLOR NOW AS MY *COSTUME.*

SLOWLY--WITH TIGRA STEADYING HIM EVERY INCH OF THE WAY--SPIDEY PUSHES HIMSELF TO HIS FEET...

...UNAWARE THAT HE ISN'T THE ONLY ONE PRESENT WITH A THICK SKIN AND A HARD HEAD.

SOMETHING... HIT ME--SPIDER-MAN!

HOW YA DOIN', CHAMP?

NO BROKEN BONES. ALL I THINK I REALLY NEED IS THAT MIRACLE CLEANSER THAT'LL WASH AWAY GROUND-IN DIRT.

RIGHT, YOU MUST MEAN SOAP.

JOKE AWAY, CRETINS--IN ANOTHER MOMENT, IT WILL BE KRAVEN WHO HAS THE LAST LAUGH.

THESE HORNS ARE FILLED WITH CONCENTRATED BLACK MAMBA VENOM...

DIE, SPIDE--WHOU-U-UFF!!

SIT ON IT, KRAVEN!!

KROW

NOT BAD.

I THINK I BUSTED MY HAND ON HIS BELT BUCKLE --BUT IT WAS WORTH IT.

POOR KRAVEN--YOU'D THINK HE'D KNOW BY NOW HOW HARD IT IS TO SNEAK UP ON SOMEONE WHO HAS A HANDY-DANDY 100% GUARANTEED SPIDER-SENSE.

YOU MAY BE GOOD, KRAVEN--BUT, LIKE IT OR NOT, SO LONG AS I'M AROUND...

...YOU AIN'T THE BEST.

NEXT WHOSOEVER KNOWS Fear BURNS AT THE TOUCH OF THE MAN-THING

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FEATURING

SPIDER-MAN®

AND THE

MAN-THING

BYRNE / RUBINSTEIN

DARK SWAMP, DEEP FEAR!

Stan Lee presents: SPIDER-MAN and MAN-THING!

CHRIS CLAREMONT AUTHOR * JOHN BYRNE ARTIST * BOB WIACEK INKER * BRUCE -LETTERER PHIL R.-COLORIST * ARCHIE GOODWIN EDITOR

THE MEASURE OF A MAN!

BEGINNINGS: IT SEEMS THAT IT'S THE DEAD OF NIGHT, AN UNREAL, STYGIAN BLACKNESS ONLY SLIGHTLY BROKEN BY SILVER BANDS OF MOONLIGHT GLANCING OFF THE ANCIENT, GNARLED, MOSS-COVERED TREE LIMBS THAT SHROUD THE SWAMP...

...AND THE CREATURE THAT LURKS WITHIN.

LORD IN HEAVEN!

THE MAN-THING-- HE'S LUNGING RIGHT AT ME!!

PERHAPS-- BUT APPEARANCES CAN BE DECEIVING.

WHAT APPEARS TO BE THE SWAMP THAT IS THE MUCK BEAST'S HOME, TURNS OUT TO BE A SOPHISTICATED HABITAT...

...AND AS FOR MAN-THING'S "LUNGE"!..

SLUTCH!

MY MISTAKE. HE'S COLLAPSING!

THAT WAS NO *ATTACK*. I GET THE FEELING HE *RECOGNIZED* ME, WAS REACHING OUT TO ME.*

BUT THE POOR GUY'S SO *WEAK*, HE CAN BARELY *STAND*.

EVEN THOUGH THE *ENVIRONMENT* INSIDE THE TANK MUST *DUPLICATE* MANNY'S SWAMP, I GUESS HE *KNOWS* IT ISN'T HOME, THAT HE'S IN A *CAGE*.

* THEY FIRST MET IN G-S SPIDEY #5--ARCHIE.

AND LIKE ANY TRULY *WILD* ANIMAL, TRAPPED IN A CAGE HE CAN'T *ESCAPE* FROM--

--HE'S *LOST* THE WILL TO *LIVE*.

BEGINNINGS: WHERE SPIDEY'S CONCERNED, THEY WERE *INNOCENT* ENOUGH. AS PETER PARKER, HE AND MARY JANE WATSON HAD GONE TO THE *CIRCUS*.

IT WAS MEANT TO BE A *NO-HASSLE* DAY, A DAY *FREE* OF ANY THOUGHTS OF DOOM AND GLOOM, OF SCHOOL AND WORK. A DAY *OFF*.

IT DIDN'T WORKOUT THAT WAY.

PETEY--WHAT *IS* THAT THING?! IS IT... *ALIVE*?!?

YEAH, MJ, I'M AFRAID IT *IS*.

MAN-THING?!? THE WIRE-SERVICES REPORTED MANNY ON A RAMPAGE IN *ATLANTA*--BUT THAT WAS *MONTHS* AGO.*

WHAT'S HE DOING *HERE*?!

* MAN-THING #'S 19-22 -- A.G.

PETEY, WHAT ARE YOU *DOING?* WE'RE SUPPOSED TO BE ON A *DATE!*

I KNOW, MARY JANE. BUT THAT GUY IS *AMOS JARDINE*, THE CIRCUS OWNER.

MR. JARDINE!

I'D LIKE TO ASK YOU SOME *QUESTIONS* ABOUT THE MAN-THING! I, *UH*, DO SOME WORK FOR THE DAILY BUGLE, AND--

YOU CLOWNS *NEVER* GIVE UP, DO YOU? WELL, *BUG OFF*, KID. I'M TIRED OF TALKING. I GOT *NO COMMENT.*

WHAT GIVES YOU THE *RIGHT* TO EXHIBIT HIM?

RIGHT? I *FOUND* HIM, BUCKO. AND *CAPTURED* HIM. AND I'LL DO WITH THAT WALKING MOUND OF MUCK AS I SEE *FIT.*

UH-OH. PETER.

NOT NOW, MJ.

I'D *LISTEN* TO YOUR LADY FRIEND, KID. SAVE US ALL A LOT OF UNNECESSARY *GRIEF.*

I HOPE YOU FOLKS *ENJOYED* MY SHOW, BECAUSE YOU'VE JUST SEEN *ALL* OF IT YOU'RE *GOING* TO SEE. ESCORT THEM TO THE *DOOR*, BRUNO.

AND TELL *SECURITY* I DON'T WANT TO SEE THEM AROUND HERE AGAIN *--EVER.*

"NICE TALKING WITH YOU, MR. PARKER OF THE DAILY BUGLE."

FIRST ROUND TO *YOU*, JARDINE, BUT I'LL BE *BACK.*

SORRY IT TOOK SO *LONG*, PAL, BUT IT COST ME A STEAK DINNER AND A MOVIE TO CALM *MJ* DOWN.

AND THEN, AT *MY* PLACE, ONE THING LED TO *ANOTHER* AND ...WELL, YOU KNOW.

NO, HE DOESN'T. HE'S A *THING*, NOT A--

--CRIPES!

SECURITY!

HOLD IT, BUSTER!

OH, BROTHER-- JUST WHAT I NEED.

HEY, YOU'RE... SPIDER-MAN?!?

HOLY CATS, THIS IS FAAN-TASTIC! MAN, I AM ONE OF YOUR BIGGEST FANS!

HUH?

OH. WELL. GEE...UH...

I HAVE FANS?

SURE. LOTS OF 'EM, I'LL BET. BUT WHAT'CHA DOIN' HERE, MAN? I MEAN, I'M GLAD TO MEET YOU AN' ALL, BUT--

I'M HERE ABOUT MAN-THING. I WAS WONDERING HOW JARDINE GOT HOLD OF HIM.

"LUCK, PAL. MORE OF IT IN ONE LUMP THAN FATSO DESERVES IN A HUNDRED LIFETIMES.

"ONE OF THE ROUST-ABOUTS TOLD ME WHAT HAPPENED. THE CIRCUS WAS HEADIN' NORTH OUTTA WINTER QUARTERS IN FLORIDA, A JERKWATER HAMLET NAMED CITRUSVILLE...

JARDINE CIRCUS

MAYERIK CO.

"...WHEN MUCKY, HERE, STAGGERED OUTTA THE SWAMP, BURNIN' LIKE HE'D JUST BEEN DUNKED IN NAPALM.

"THERE WASN'T MUCH LEFT O' HIM WHEN THE FLAMES DIED DOWN, BUT JARDINE DIDN'T CARE. DEAD OR ALIVE, HE FIGURED MAN-THING'D MAKE ONE HECK OF AN ATTRACTION.

"THEY DUMPED HIM IN THE OCTOPUS TANK TILL THE HABITAT GOT BUILT. THE REST IS HISTORY."

EVERYONE SAYS HE'S LIKE A DUMB ANIMAL-- HE SHOULDN'T EVEN BE ALIVE, LET ALONE INTELLIGENT--

--YET, I GET THE FEELING HE UNDERSTANDS THINGS. FEELS THINGS. I LOOK AT HIM, AND I SEE A BEING IN PAIN, BEGGING FOR HELP.

ME, TOO. I'VE BEEN GETTIN' THOSE VIBES OFF HIM SINCE MY FIRST NIGHT ON THE JOB.

BUT WHEN YOU'RE ONLY ONE MAN, WHAT CAN YOU DO?

FRIEND, WHEN YOU'VE GOT THE *PROPORTIONATE STRENGTH* OF A SPIDER, THERE ISN'T MUCH YOU CAN'T DO.

HEY!!

SHEESH!

RAK!

THAT CAGE IS *PRIVATE PROPERTY!* PUT IT DOWN!!

BOSS, THAT'S *SPIDER-MAN!*

I DON'T CARE IF IT'S THE *MORMON TABERNACLE CHOIR.* HE'S STEALING MY *MAN-THING!* *STOP* HIM!

FIRST OF ALL, BLUBBER-GUT, HE ISN'T *YOUR* MAN-THING. NOT NOW, *NOT EVER!*

AND AS FOR *STOPPING* ME...

THWIP!

I'M TAKING HIM *HOME*, JARDINE, BACK TO HIS *SWAMP.* AND IF YOU KNOW WHAT'S *GOOD* FOR YOU, YOU'LL *LEAVE* HIM THERE.

DON'T JUST *STAND* THERE, YOU HIPPIE *TWERP!* YOU'VE GOT A *GUN!* *SHOOT* HIM!

RRRGLEMUMMPH!

SORRY, MR. JARDINE, I *CAN'T* DO THAT. I JUST *QUIT.*

MEANWHILE, UP ON THE ROOF...

NOW WHAT? I SAID I'D GET YOU *HOME*, MANNY. QUESTION IS, *HOW?*

HOO-BOY THIS HABITAT IS *HEAVY.*

IT'S A *CINCH* I'M NOT GONNA *CARRY* IT DOWN TO FLORIDA ON MY BACK. *NEITHER* OF US WOULD LIVE TO SEE *NEWARK.*

WE NEED *HELP*.. AND I THINK I KNOW JUST THE GUY TO *ASK.*

AND SO, THE VERY NEXT AFTERNOON...

HOW WE DOIN', NINA? ANY IDEA WHEN WE'LL REACH THE SWAMP?

WE'VE BEEN OVER IT FOR THE PAST FIFTEEN MINUTES.

OH. IT'S...UH, BIG.

THAT IT IS. FIVE THOUSAND SQUARE MILES, SOME OF IT STILL UNEXPLORED, EVEN TODAY.

AN' TO OUR MOLDY PASSENGER BACK THERE, IT'S HOME-SWEET-HOME. WHAT'S HE MADE OF, ANYWAY?

TAKE A DEEP BREATH, PAL. THEN YOU TELL ME.

I OWE YOU FOR FLYING THIS CHARTER, NINA--AND I OWE CURT CONNERS MORE FOR ARRANGING IT.

IT'S WHAT I DO FOR A LIVING, YOUNGSTER. I FLY CURT AND HIS FAMILY DOWN HERE EVERY YEAR, AND HE KNOWS I'LL TRANSPORT ANYTHING IF THE MONEY'S RIGHT, AND IT'S LEGAL, OR VERY INTERESTING.

AN' THANKS TO DANE GAVIN AN' THE NEW YORK ECOLOGICAL HISTORY MUSEUM,* CONNERS AIN'T EVEN FOOTIN' THE BILL.

BETTER FLASH CITRUS-VILLE OMNI. LET 'EM KNOW--

--HOLEE--!

SHZAK!

* SEE G-S MAN-THING #2- A.G.

NINA, WHAT-- HIT US?!

I--I DON'T KNOW...BUT ONE ENGINE'S GONE, AND A GOOD CHUNK OF WING WITH IT!

HANG ON! WE'RE GOING DOWN!

IT'S A NIGHTMARE DESCENT, NINA TRYING DESPERATELY TO LEVEL THE MORTALLY WOUNDED AIRCRAFT BEFORE IT HITS.

SHE DOES HER BEST, BUT THE PLANE HAD BEEN TOO LOW, GOING TOO FAST. THERE SIMPLY ISN'T ENOUGH AIRSPACE. OR TIME.

BUT THEN, AS THE BEECH BARON RIPS THROUGH A GROVE OF CYPRUS TREES AND DISINTEGRATES IN THE BLINK OF AN EYE...

FA-CHOOM!

THE UNGAINLY BALL DOESN'T BOUNCE FAR BEFORE COMING TO ITS FINAL RESTING PLACE.

PHLOPT!

AND THEN...

MAIN FLOOR, EVERYBODY OUT!

I D-DON'T BELIEVE IT. WE'RE... ALIVE!

THANKS TO YOUR FLYING AND MY WEB-BALL, LADY, WE SURE ARE.

YOU KEPT THE PLANE LEVEL JUST LONG ENOUGH FOR ME TO SPIN THIS COCOON AROUND US, AND, LIKE I FIGURED, THE IMPACT CATAPULTED US OUT OF THE WRECK.

HOW'S YOUR PARTNER?

I'LL LIVE, THANKS. JUS' CAUGHT SOME SHRAPNEL FROM THE ENGINE IN MY ARM.

WE WERE LUCKY. MAN-THING WASN'T. THE FIRE MUST'VE BURNED HIM TO A CRISP.

POOR GUY. WE'D ALMOST GOTTEN HIM HOME, TOO!

SPIDER-MAN-- LOOK!

WHAT THE--?!

MAN-THING?!?

BUT THAT'S IMPOSSIBLE-- UNLESS...

I KNOW THIS SOUNDS CRAZY. BUT IT'S THE ONLY ANSWER THAT MAKES SENSE. SOMEHOW, THE SWAMP'S REVITALIZED MANNY, RESTORED HIM TO HEALTH!

AND YET, I STILL GET THE FEELING THAT HE'S IN PAIN. THAT WHATEVER HURT HIM BEFORE HASN'T GONE AWAY...

...THAT MANNY'S GOING TO FIGHT IT.

ORIGINALLY, WHEN I THOUGHT WE WERE BRINGING HIM HOME TO DIE, I FIGURED ON POKING AROUND HERE A DAY OR TWO. IF THERE WAS SOMETHING CRAZY LOOSE IN THE SWAMP, I WAS GONNA TRY TO STOP IT BEFORE ANYONE ELSE GOT HURT.

DO WHAT YOU HAVE TO DO, SPIDER-MAN.

WE'LL BE ALL RIGHT. THE AIR FORCE HEARD OUR MAYDAY. THEY PROBABLY SENT A HELICOPTER.

"WE'LL BE OUT OF HERE BEFORE YOU KNOW IT."

THAT IS ONE HECKUVA LADY.

AND I'M BEGINNING TO FEEL LIKE ONE HECKUVA JERK.

I OUGHTTA HAVE MY HEAD EXAMINED. I'VE BEEN PADDLING THROUGH THIS QUAGMIRE FOR THREE HOURS! I'M TIRED, I'M LOST, IT'S GETTING DARK, AND--

--HMM! WHAT'S THIS?

"A SHACK, IN THE MIDDLE OF NOWHERE, COMPLETE WITH AN OLD MAN AND A GIRL TIED UP ON THE FRONT PORCH!"

DAKIMH, LOOK! MAN-THING'S RETURNED, AS YOU SAID HE WOULD!

AND HE'S BROUGHT HELP!

HELP, JENNIFER KALE? HE'S BROUGHT ONE MAN, AND A MORTAL, TO BOOT, WHO CAN NO MORE STAND AGAINST MY POWER...

...THAN YOUR PET QUAG-BEAST COULD WHEN HE FIRST TRIED TO RESCUE YOU.

HEAR ME, LITTLE MAN. I AM D'SPAYRE!

IF YOU VALUE YOUR LIFE AND YOUR IMMORTAL SOUL, RUN FROM HERE! IF YOU STAY BOTH ARE FORFEIT!

MISTER, I'VE NEVER RUN FROM A FIGHT IN MY LIFE, AND I DON'T INTEND TO START TONIGHT.

HUH?! MANNY'S STOPPING ME! BUT WHY?!

HE CAN'T ANSWER, AND EVEN IF HE COULD, SPIDER-MAN WOULDN'T UNDERSTAND.

SPIDEY IS HUMAN, MAN-THING IS NOT. HE'S THE SOUL OF BIOLOGIST TED SALLIS, MERGED WITH THE RAW SUBSTANCE OF A PART OF THE EVERGLADES THAT HAPPENS TO BE THE NEXUS OF A NUMBER OF MYSTIC DIMENSIONS.

AND BECAUSE MAN-THING IS A FREAKISH SYNTHESIS OF SCIENCE GONE MAD AND AGE-OLD MYSTIC POWER, HIS PERCEPTION OF REALITY IS SOMEWHAT... DIFFERENT THAN OURS.

WHERE SPIDEY SEES A WEATHER-BEATEN SHACK, MAN-THING SEES AN OBSIDIAN TOWER, REARING A MILE HIGH ABOVE THE SWAMP...

...A TOWER WHOSE ESSENCE IS SO MALIGN THAT THE MAN-THING FINDS HIMSELF DROWNING IN A MIASMA OF PURE EVIL.

AND AS FOR THE TWO HELPLESS BACK-WOODS TYPES, THEY ARE HARDLY THAT. THE OLD MAN IS THE TECHNICALLY DEAD GRAND SORCERER OF LEGEND-- DAKIMH THE ENCHANTER.

THE GIRL IS HIS DISCIPLE, JENNIFER KALE.

THEY'VE FOUGHT HARD THESE PAST WEEKS, BUT TO NO AVAIL, AS D'SPAYRE'S TOWER LEECHED FROM THEM LIFE AND HOPE.

AND NOW, BOTH KNOW THAT IF THEY ARE NOT FREED TONIGHT, THEY WILL NOT LIVE TO SEE TO-MORROW'S SUNRISE.

BUT SPIDEY KNOWS NONE OF THIS. TO HIM, IT'S A MATTER OF TWO PEOPLE BEING THREATENED BY YET ANOTHER BRAND-NEW SUPER-VILLAIN ABOUT TO LEARN THE ERROR OF HIS WAYS.

AND SPIDEY RESPONDS ACCORDINGLY.

I APPRECIATE THE CONCERN, MANNY, BUT THAT BOZO'S LOOKING FOR TROUBLE--

--AND AS FAR AS I'M CONCERNED, HE JUST FOUND IT!

YOU ARE EITHER BRAVE OR A FOOL, LITTLE MAN.

WHICHEVER, YOU WILL SOON BE DEAD.

BETTER MEN THAN YOU HAVE SAID THAT, SPOOKY, BUT I'M STILL HERE.

I'LL GO FOR BROKE WITH MY FIRST SHOT-- TAKE THE OPENING HE'S GIVEN ME.

NO TELLING WHAT KIND OF POWERS OR WEAPONS HE'S PACKING--

KRAK!

--AND I'D RATHER NOT FIND OUT THE HARD WAY.

MY HAND!!

YOU DARE CHALLENGE ME, MORTAL?

HIS JAW-- LIKE BELTING GRANITE, OR...BEN GRIMM. NEVER SEEN ANYONE...REACT SO...FAST.

HAND... LIKE IRON CLAMP AROUND... NECK.

CHURL! YOU ARE BEATEN BEFORE YOU BEGIN.

THE SCREAM COMES OUT OF NOWHERE, TORN FROM THE VERY CORE OF SPIDER-MAN'S BEING.

YAARRRGH!!

FEEL MY POWER, HUMAN! FEEL THE AWESOME, UNSTOPPABLE POWER OF-- D'SPAYRE!!

AND IF HE HAD A MOUTH, MAN-THING WOULD ECHO THAT SCREAM AS HIS EMPATHIC SENSES ARE SUDDENLY RAVAGED BY THE ONE EMOTION HE ABHORS ABOVE ALL OTHERS -- FEAR.

AS IT IS, HE CAN ONLY STAGGER UNDER THE ONSLAUGHT AND WATCH, AS SPIDER-MAN'S VERY SOUL IS TORN APART BEFORE HIS EYES.

FINALLY, THE SWAMP-DWELLER CAN STAND NO MORE. TRUE, SPIDER-MAN IS HIS FRIEND, BUT HIS FEAR PAINS MAN-THING AS IF IT WERE SALT LAID ACROSS AN OPEN WOUND.

NO MATTER WHAT THE COST, THIS AGONY MUST END.

HE LUMBERS FORWARD, BUT THE VERY PRESENCE OF THE TOWER AND SPIDEY'S STARK TERROR ARE TAKING THEIR TOLL. MAN-THING STUMBLES AS HE STRIKES...

...AND, MEANING TO HIT SPIDER-MAN, HITS D'SPAYRE INSTEAD.

BOG-BEAST, WILL YOU NEVER LEARN?

I MUST TEACH YOU A LESSON EVEN YOUR MINDLESS FORM WILL NEVER FORGET!

THERE'S A FLASH OF LIGHT...

AND, IN THAT INSTANT, FEAR SEIZES MAN-THING--AWESOME, PRIMAL, CANCEROUS ABSOLUTE FEAR--NOT EMPATHICALLY "FELT" FROM OUTSIDE...

...BUT FROM WITHIN. THIS TIME, MAN-THING HIMSELF IS AFRAID.

AND WHATEVER KNOWS FEAR BURNS AT THE MAN-THING'S TOUCH!

HE GLOWS LIKE A MINIATURE STAR, FLAMES EATING HIM UP FROM WITHOUT AND WITHIN...

...AS HE INSTINCTIVELY STAGGERS TOWARDS THE SWAMP AND, HOPEFULLY, SALVATION. A SENTIENT BEING WOULD GO MAD WITH THE UNIMAGINABLE PAIN.

BUT MAN-THING, HAVING NO MIND AND, THEREFORE, NO SUCH ESCAPE...

...CAN ONLY ENDURE AND, PERHAPS, SURVIVE.

MAN-THING LURCHES INTO THE MIRE AS D'SPAYRE'S HARSH, GRATING LAUGHTER ECHOES OUT ACROSS THE SWAMP... BUT WHAT OF SPIDEY, WHO IS NEITHER MIND- LESS NOR MAD -- AND WHO WISHES HE WERE BOTH?

HE IS WEEPING, AS HE HASN'T SINCE GWEN STACY'S MURDER. HE HADN'T THOUGHT HE COULD BREAK SO EASILY.

AND ALL D'SPAYRE DID WAS... TOUCH HIM.

YOUNG HERO, HARKEN TO MY WORDS! THIS BATTLE IS NOT YET DONE, AND THE FATE OF WORLDS HANGS IN THE BALANCE.

SPIDEY DOESN'T ANSWER, AND FOR ALL THE OLD MAN KNOWS, HE'S BEYOND HEARING, HIS SPIRIT CRUSHED AND THROWN INTO THE ABYSS. BUT DAKIMH HAS TO TRY...

I AM DAKIMH, CALLED THE ENCHANTER. AND ON THESE PLANES OF EXISTENCE, I AM COUNTED A FORCE FOR GOOD.

"D'SPAYRE IS MY OPPOSITE, THE EMBODIMENT OF ULTIMATE EVIL. I KNEW OF HIM, BUT HAD NOT REALIZED THE EXTENT OF HIS POWER UNTIL IT WAS TOO LATE.

"HE CAPTURED JENNIFER AND ME AND BOUND US TO THIS TOWER. HE IS USING ITS POWER TO TWIST OUR SOULS TO HIS SHAPING, SO THAT WHEN IT HAS DONE ITS DAEMONIC WORK...

"...WE WILL BE REBORN IN HIS IMAGE, SERVANTS OF EVIL, OUR UNIVERSE-SPANNING POWERS PLEDGED FOR ALL TIME TO THE SERVICE OF D'SPAYRE."

I-IF I WEREN'T S-SO S-SCARED I'D... LAUGH, M-MISTER. WH-WHAT T-TOWER, HUH? ALL... I SEE IS A SHACK.

IN TERMS YOU CAN UNDERSTAND THEN, SPIDER-MAN -- IF D'SPAYRE IS NOT STOPPED, HE WILL KILL US ALL.

OKAY, G-GRAN'PA, SINCE YOU P-PUT IT THAT WAY, I GUESS I'VE GOT NO CHOICE.

HEAD'S UP, SPOOKY! PLAY TIME'S OVER!

WHA--?!?

GERBER WUZ HERE '77

PLUS GENERAL

THE YOUTH HAS GREAT COURAGE, JENNIFER. I PRAY IT WILL BE ENOUGH. YET I FEAR, MY CHILD... I... FEAR...

AT DAKIMH'S WORDS, JEN'S EYES GO WIDE. FEAR TOUCHING HER HEART WITH ICE. FOR IF HER MASTER IS FALLING VICTIM TO D'SPAYRE'S INSIDIOUS POWER...

...WHAT CHANCE DOES SHE-- A MERE DISCIPLE-- HAVE?

SPLORT!

SO IT IS THAT JENNIFER AND DAKIMH'S RESISTANCE SLIPS A BIT, AND D'SPAYRE'S POWER GROWS BY THAT SAME LITTLE BIT. SOON, THEY'LL YIELD COMPLETELY...

...AND THEN, D'SPAYRE WILL SPREAD HIS DARKLING CLOAK ACROSS THE FACE OF A THOUSAND WORLDS.

BROW!

UNLESS, OF COURSE, SPIDER-MAN CAN STOP HIM.

BLASTED MUD'S SLOWING ME DOWN...

...GIVING SPOOKY TIME TO--

OH...NO!!

HE SCREAMS-- TURNED IN AN INSTANT FROM A HUMAN BEING...

...INTO A WHIMPERING, CRINGING... THING THAT HAPPENS TO WEAR A HUMAN FORM.

NO BRAVADO NOW, MORTAL?

PLEASE ...NO MORE...

YOU WERE SO PROUD A MOMENT AGO, LITTLE MAN-- SO DEFIANT, SO SURE OF YOURSELF AND YOUR POWER. AND D'SPAYRE HAS TAKEN ALL THAT AWAY.

I CAN DO ANYTHING I WISH--TO YOU OR WITH YOU--AND YOU WILL NOT LIFT A FINGER TO STOP ME.

SHAKAM

BEG ME FOR YOUR LIFE, SPIDER-MAN. OR MUST YOU FEEL MY TOUCH OF FEAR AGAIN?

ON YOUR KNEES-- EH? MAN-THING!

REBORN ONCE MORE, BUT THIS TIME, INEXPLICABLY, GOING NOT FOR SPIDER-MAN, THE ONE WHO FEARS--

-- BUT FOR THE TRUE SOURCE OF THAT FEAR.

I GROW WEARY OF THIS FARCE, BEAST.

HE BURNS.

AND THE SWAMP, AS MINDLESS, AS ELEMENTAL AS MAN-THING HIMSELF...

...MAKES HIM WHOLE.

SO, HE BURNS AGAIN--

--D'SPAYRE'S POWER TOUCHING THAT MINUTE PART OF MAN-THING THAT WAS ONCE TED SALLIS...

...MAKING IT FEAR AND TURNING THE MAN-THING'S FURY AGAINST HIMSELF.

THOUGH EACH BLAST SHRIVELS HIM, STILL THE QUAG-BEAST DOES NOT STOP.

HE IS DRIVEN, PERHAPS, BY THAT SAME PART OF TED SALLIS WITHIN HIM WHICH D'SPAYRE IS USING TO DESTROY HIM.

AND SO, THE GAME GOES ON, AND ON...

...D'SPAYRE LOVING EVERY MINUTE OF IT.

MANNY'S GIVING HIS LIFE FOR ME... AN' HIS... FRIENDS, AN' ALL... I'M DOING IS... WATCHING!

GOTTA... HELP HIM! BUT IF I DO, D'SPAYRE'LL BLAST ME AGAIN!

HE STARTS SHAKING, TEARS STAINING HIS MASK...

...THE MEMORY OF WHAT HAPPENED ENOUGH TO SEND HIM INTO A PANIC. FOR A LONG MOMENT, HE DOES NOTHING...

...AND THEN...

MAN, IT'D BE SO *EASY* TO GIVE UP. THAT'S *ALL* SPOOKY WANTS. THEN, THERE'D BE *NO MORE* PAIN...

I MEAN, WHO SAID I HAD TO WIN 'EM *ALL*?

BUT... IF I LOSE TO SCUM LIKE *YOU*, D'SPAYRE--

--IT'S *NOT* BECAUSE I'VE *GIVEN UP*. IT'S BECAUSE I'M *DEAD*!

KRAKOW!

*HIS ATTACK IS SO **SUDDEN**, HIS MOVES SO BLINDINGLY FAST, IT'S HARD TO TELL WHAT'S **HAPPENING**. HIS FISTS SMASH INTO D'SPAYRE LIKE **SLEDGEHAMMERS**--*

*--HIS MIND **SHORT-CIRCUIT-ING** FROM THE PUNISHMENT IT'S TAKEN, SLIPPING EVER-SO-SLIGHTLY ACROSS THE THRESHOLD OF **INSANITY**.*

BOK!

*HE FEELS NO PAIN, NO **EMOTION** AT ALL BEYOND A BLIND **BERSERKER FURY** THAT SWEEPS **ALL** BEFORE IT.*

DAKIMH, WHAT'S *HAPPENING*?

D'SPAYRE HAS SOWN THE *WIND*, MY CHILD, AND NOW, I THINK, REAPS THE *WHIRL-WIND*.

CHOOM!

YOU *SHOWED* ME A PART OF MY-SELF *NO ONE* SHOULD SEE, BUSTER, AND THEN YOU *LAUGHED*!

FWAK!

I DON'T HEAR ANY LAUGHTER *NOW*, SPOOKY!

HOW DOES IT FEEL TO BE ON THE *RECEIVING* END FOR A CHANGE, HUH? *ANSWER* ME, D'SPAYRE!

ANSWER ME!!

KROW!

ENOUGH, MY YOUNG FRIEND.

OR WILL YOU NOT BE SATISFIED UNTIL YOU'VE TAKEN THIS DEMON-SPAWN'S LIFE?

H-HUH...?

I--I--OH, MY LORD, WHAT HAVE I DONE?

"ALAS, IF THAT WERE ONLY SO," DAKIMH SAYS, AS THEIR TWIN SPELLS WEAVE A GOLD AND SILVER WEB AROUND THE TOWER, "BUT SO LONG AS THERE IS HOPE, IT MUST BE BALANCED... BY DESPAIR.

"WE CAN REDUCE HIM FOR A TIME. BUT WHILE THERE IS LIFE ITSELF, HE WILL EXIST."

SAVED US, HERO, FROM DEATH AND WORSE THAN DEATH.

S-SURE. ANYTIME.

HEY! YOUR CLOTHES... AND D'SPAYRE'S FACE! I THOUGHT HE WAS WEARING A MASK BUT...

YOU SAW US BEFORE AS D'SPAYRE'S SPELL MADE YOU SEE US, SPIDER-MAN. YOU SEE US NOW AS WE ARE.

I UNDERSTAND, DAKIMH. ONCE THE TOWER'S DESTROYED, D'SPAYRE'S POWER IS BROKEN.

QUICKLY, JENNIFER. LINK YOUR POWER WITH MINE. THERE IS ONE TASK WE MUST YET PERFORM.

AND THEN, WITH A SOUND LIKE SOFT, SILVER BELLS-- PEACEFUL, YET MORE AWESOME THAN THE LOUDEST THUNDER-CLAP-- THE TOWER SHATTERS...

...AND FALLS, IN A BILLION-BILLION IRIDESCENT CRYSTAL SHARDS THAT GLITTER IN THE MOONLIGHT LIKE NEWBORN STARS.

OH!

TRULY, SPIDER-MAN, YOU ARE A MAN OF INFINITE RESOURCES.

DON'T WORRY JENNIFER. MY WEB-UMBRELLA WILL PROTECT US FROM THE BUSTED GLASS.

TELL THAT TO MY PROFESSORS, HUH, DAKIMH? THEY ALL THINK I'M A FUMBLE FINGERED KLUTZ.

OKAY, THE SHOWER'S OVER. AND IF THE TWO OF YOU DON'T MIND I'D LIKE SOME EXPLANATIONS.

LIKE, WHAT THE HECK'S BEEN HAPPENING HERE?!?

CALL IT A DREAM, IF YOU LIKE. MORE THAN THAT I'M AFRAID I CANNOT SAY.

THE PATHS OF FATE ARE WONDROUS TO BEHOLD, MY FRIEND. MAYHAP WE THREE SHALL MEET AGAIN SOMEDAY.

UNTIL THAT TIME, KNOW THAT YOU HAVE THE ETERNAL THANKS OF...

SILENCE.

THEY'RE GONE! DAKIMH, JENNIFER, SPOOKY, THAT TOWER--LIKE THEY WERE NEVER HERE. ALL THAT'S LEFT IS ME, THE SHACK, AND MANNY.

EVEN THE MEMORY OF D'SPAYRE'S FEAR ZAPS ISN'T SO BAD ANYMORE-- ALMOST LIKE THEY HAPPENED TO SOMEONE ELSE.

MAYBE THIS REALLY WAS A DREAM. MAYBE ALL THESE HOURS SLOGGING THROUGH THE SWAMP FINALLY GOT TO ME.

MAYBE, IN THE END, IT'S BETTER IF I NEVER KNOW.

NEXT ISSUE: CRY HAVOK!

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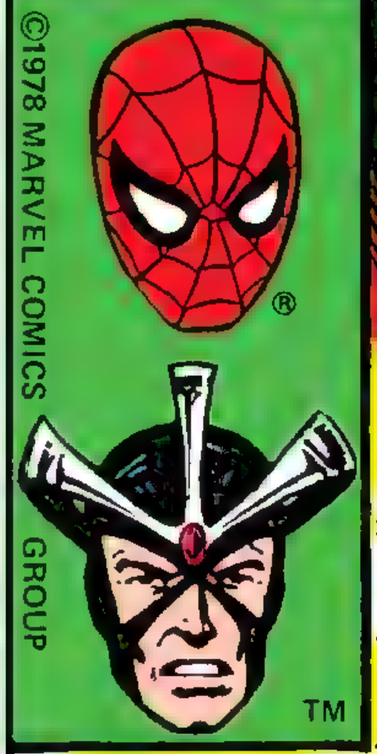

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN®

AND

HAVOK™

BETWEEN THE PHARAOH AND THE FORCE!

Stan Lee presents: SPIDER-MAN AND HAVOK!

CHRIS CLAREMONT, AUTHOR / JOHN BYRNE, PENCILER / R. VILLAMONTE, INKER / J. COSTANZA, letterer / MARY TITUS, colorist / ARCHIE GOODWIN, EDITOR

NIGHT of the LIVING GOD!

MUIR ISLE: IT'S AN HOUR'S JOURNEY BY HOVERCRAFT FROM STORNOWAY, IN SCOTLAND'S OUTER HEBRIDES, TO THIS GODFORSAKEN SLAB OF ROCK-- NORTH THROUGH THE MINCH, THEN AROUND CAPE WRATH AND OUT TOWARDS THE SKERRYS.

IT'S A LONELY PLACE, WAY OFF THE BEATEN TRACK-- WHICH SUITED MOIRA MacTAGGERT JUST FINE WHEN SHE CAME HERE TWENTY YEARS AGO TO SET UP HER MUTANT RESEARCH CENTER.

IT SUITS ALEX SUMMERS AND LORNA DANE EQUALLY WELL TODAY. THEY'VE BEEN THROUGH HELL THIS PAST YEAR, AND THEY'VE COME TO MUIR ISLE FOR THE TIME AND SOLITUDE THEY NEED TO RECOVER. *

UNFORTUNATELY, THAT TIME HAS JUST ABOUT RUN OUT.

* SEE X-MEN #'S 97-109. --ARCHIE.

C-760

IT'S THE HOUR BEFORE DAWN, AND THEY'VE BEEN UP ALL NIGHT, REDISCOVERING WHO THEY ARE AND HOW MUCH THEY MEAN TO EACH OTHER.

WITH MOIRA AND JAMIE MADROX IN EDINBURGH FOR THE WEEKEND, WE HAVE THE ISLAND ALL TO OURSELVES.

I'M GLAD.

*SEE X-MEN #104--A.G.

ME, TOO. WE'VE ALL BEEN WORKING SO HARD SINCE WE ARRIVED, SALVAGING WHAT LITTLE MAGNETO LEFT INTACT OF MOIRA'S LAB...*

FROM WHAT I HEAR, HE DARN NEAR CREAMED THE X-MEN AS WE--

--CRIPES!!

FRAK!

ALEX!

THE ENERGY BEAM CAME FROM THOSE ROCKS! LORNA, THERE ARE MEN UP THERE!

WELL, FELLAS, YOU JUST MADE A BIIIIIG MISTAKE.

ALEX, BE CAREFUL! YOUR POWER--!

IS A LOT MORE UNDER CONTROL THAN IT USED TO BE, HON.

DON'T WORRY. I WON'T KILL ANYONE. I WON'T EVEN HURT 'EM-- MUCH.

BUT I'M SURE AS HECK GONNA TEACH 'EM A LES-SON THEY'LL NEVER FOR-GET!

WHO ARE THEY, ALEX? WHAT DO THEY WANT WITH US?

I DUNNO. THESE DAYS, DO COSTUMED CRAZIES NEED A REASON TO GO AROUND KILLING PEOPLE?

COSTUMES--? WAIT A MINUTE! THOSE HEADDRESSES ARE EGYPTIAN!

KLAK

LORNA, I KNOW THESE GUYS! THEY'RE WEARING THE SAME OUTFITS AS THE LIVING PHARAOH'S OLD MOB.

WATCH YOUR AIM, YOU FOOL! IF THE BOY IS EVEN SLIGHTLY INJURED, THE MASTER WILL HAVE OUR HIDES!

LIVING PHARAOH OR LIVING MUMMY, LOVER, IT'S ALL THE *SAME* TO ME. SO LONG AS THEY USE *METAL* WEAPONS AND EQUIPMENT, THEY HAVEN'T A *PRAYER* AGAINST--

--**POLARIS**, *MISTRESS OF MAGNETISM!!*

NOT BAD.

I MAY *NOT* BE MAGNETO'S DAUGHTER, BUT THAT DOESN'T MEAN I'M A *PUSHOVER.*

MUSTAPHA, THIS IS GETTING *OUT OF HAND.*

BE *CALM*, MY FRIEND. WHILE OUR ORDERS ARE TO TAKE THE YOUTH *UNHARMED*...

SHAK!

...THEY SAY *NOTHING* ABOUT SPARING HIS *GIRL FRIEND!*

ALEX-- THE *CLIFF!!*

LORNA!

THAT BLAST THREW HER INTO THE *SEA*. THE SHOCK MUST'VE *STUNNED* HER! SHE DIDN'T USE HER POWERS TO LEVITATE TO *SAFETY!*

I'VE GOT TO *GET* TO HER-- *FAST!* THE WATER'S ALMOST AT *FREEZ-ING!* ON HER OWN IN THAT SURF SHE WON'T HAVE A *CHANCE--HUH?!?*

THAT JET PLATFORM-- SHOOTING SOME SORT OF *SNARE!*

AND, IN LESS TIME THAN IT TAKES TO TELL...

THE BLASTED THING'S LIKE A SOUTH AMERICAN *BOLO*-- WRAP-PING ME SO TIGHT, SO FAST, I CAN'T *BUST FREE!*

AN', SOMEHOW, IT'S *NEU-TRALIZING* MY POWERS AS WELL!

EXCELLENT. AS THE MASTER PREDICTED, OUR SPECIAL BOLO HAS RENDERED HAVOK HELPLESS.

PREPARE THE INJECTION. I WANT HIM UNCONSCIOUS AS SOON AS WE'RE AIRBORNE.

HEY--LISTEN TO ME, PLEASE! IF LORNA ISN'T RESCUED SOON, SHE'LL DROWN!

I SWEAR I WON'T GIVE YOU ANY TROUBLE. JUST HELP HER--PLEASE!

WHEN YOU HAVE ONE TIGER BY THE TAIL, STRIPLING...

...YOU DO NOT RELEASE IT SO YOU CAN GO LOOKING FOR ITS MATE.

YOUR PROMISE MEANS NOTHING, HAVOK. YOU COULDN'T GIVE US TROUBLE NOW IF YOU TRIED.

AS FAR AS THE GIRL IS CONCERNED, SHE IS UNIMPORTANT. AND EXPENDABLE.

DAWN IN SCOTLAND, TWO IN THE MORNING IN A SNOW-BOUND "BIG APPLE".

MOST OF THE ESU CAMPUS IS DARK AND DESERTED, YET LIGHTS STILL GLEAM ON THE UPPER FLOORS OF THE SCIENCE BUILDING...

...SPECIFICALLY, THE ADVANCED CHEM LAB, OCCUPIED BY A VERY TIRED SENIOR, PETER PARKER, BY NAME.

YAAWWWWNN!

THE TIME HAS COME, THE WALRUS SAID... TO CALL IT A NIGHT.

I'VE BEEN AT IT SIX HOURS WITHOUT A BREAK. MY BRAIN'S STARTING TO UNRAVEL.

BETWEEN SCHOOL AND WORRYING ABOUT AUNT MAY,* I HAVEN'T HAD MUCH TIME LEFT FOR PLAYING SUPER-HERO, LATELY. GOOD THING LIFE'S BEEN QUIET.

HM. A LIGHT'S ON IN PROFESSOR CRAIG'S OFFICE. BUT HE LEFT HOURS AGO...

* RECOVERING FROM A SERIES OF HEART ATTACKS SUFFERED IN SPIDEY #177--A.G.

SOMEONE'S *IN* THERE ALL RIGHT, AND THEY'RE TRYING VERY HARD NOT TO MAKE A *SOUND*.

JAMIL, I'VE *FOUND* IT--THE MASTER'S MYSTIC *ANKH!*

GOOD. BASE REPORTS THAT OUT *SCOTTISH* ASSAULT TEAM HAS SUCCESSFULLY CAPTURED THE AMERICAN YOUTH, *HAVOK*.

ALL MUST BE IN *READINESS* BY THE TIME HE *ARRIVES*.

SO MUCH FOR MY GOOD NIGHT'S *SLEEP*.

WHAT THE HECK, I'VE STAYED UP THIS *LATE*--NO HARM IN MAKING IT AN *ALL-NIGHTER*.

THIPP!

BESIDES, THIS SOUNDS LIKE TOO *INTERESTING* A CAPER TO *PASS UP*.

NOW, IF THOSE GUYS'LL ONLY STAY *PUT* WHILE I PULL MY TRADITIONAL *QUICK CHANGE*...

...IT SHOULD BE ALL OVER BUT THE *SHOUTING*.

WITH THE HALL LIGHTS *OUT*, THEY WON'T SPOT MY *WEBBING* TILL IT'S TOO LATE. CAN'T WAIT TO SEE THEIR *FACES*.

WHAT'S *KEEPING* THEM? I FIGURED THEY WERE ALMOST *FINISHED*.

I DON'T *LIKE* THIS. SOMETHING'S *WRO--!*

HOLD IT! THAT WHINE! I THOUGHT IT WAS THE *WIND*, BUT IT'S A *JET*! MOVING CLOSE TO THE *BUILDING*!

"THOSE *BUMS* AREN'T COMING OUT THE DOOR AT ALL! THEY'RE GOING OUT THE *WINDOW!*"

WE HAVE THE *ANKH*. AND THE COPY WE LEFT IN ITS PLACE IS SO *PERFECT* THE GOOD PROFESSOR SHOULDN'T EVEN KNOW THE *DIFFERENCE*.

EVEN IF HE *DID*, JAMIL, BY MORNING IT WILL NO LONGER *MATTER*.

THE *MASTER* WILL POSSESS THE *ULTIMATE POWER*, AND NO NATION OR SUPER-BEING ON EARTH WILL DARE *OPPOSE* HIS WILL.

HATE TO *BURST* YOUR BUBBLE, BUNKIES--BUT YOUR BOSS'S DREAMS OF EMPIRE JUST HIT A *POTHOLE*.

SPIDER-MAN!

WHAT'S *HE* DOING HERE?! HOW COULD HE HAVE *KNOWN*?!?

WHAT THE--?!?

SK-

BAM!

QUICKLY, RASHID! HE'S TANGLED UP IN SOMETHING IN THE DOORWAY. LET'S GET *OUT* OF HERE WHILE WE HAVE THE *CHANCE!*

AW, FOR *CRYIN'* OUT LOUD--! HOW COULD I BE SO *DUMB*?!

I'M *STUCK* IN MY OWN *WEB!!*

WHY ME, LORD? WHY ME?

I'M NOT *BEATEN* YET.

I MAY BE STUCK--

TINK!

--BUT MY TRUSTY-DUSTY SPIDER-TRACER *ISN'T*. WHEREVER THOSE GUYS GO, I'LL BE ABLE TO *FOLLOW* 'EM.

SO HOW COME I *STILL* FEEL LIKE A *DUNCE*?

MUIR ISLE, AN HOUR AFTER SUNRISE...

LORNA DANE IS ON HER FEET BY *FORCE OF WILL* ALONE, SHAKING SO HARD SHE CAN BARELY HOLD THE *PHONE*.

OH, ANSWER, P-PLEASE, SOMEBODY, ANYBODY-- *ANSWER!*

THREE THOUSAND MILES AWAY, IN A CERTAIN *MANSION* LOCATED IN NEW YORK'S *WESTCHESTER COUNTY...*

...THE PHONES RING... AND RING... AND RING...

...BUT NO ONE ANSWERS.

I D-DON'T GET IT. IT'S 3AM IN NEW YORK: SOMEONE SHOULD BE H-HOME!

AND IF THE X-MEN ARE OUT ON A M-MISSION, CERE-BRO SHOULD HAVE AUTOMATICALLY TAKEN THE CALL.

"ONLY ONE OTHER HOPE. PLEASE, GOD LET HIM BE THERE."

BRRRING!

FABULOUS FURRY FREAK FARM, THE MARSH-MALLOW KID TALKIN' AT 'CHA.

HIYA, LORNA. LONG TIME, NO SEE. HOW'RE YOU AN' ALEX...

WHAT--?

MOMENTS LATER...

I UNDERSTAND. I'LL HANDLE THINGS FROM THIS END, OKAY? IN THE MEANTIME, YOU TAKE CARE OF YOURSELF.

IT WON'T DO AT ALL TO BRING ALEX HOME IN TRIUMPH TO FIND YOU DYING OF PNEUMONIA.

I'LL BE IN TOUCH, LORNA.

BEAST, WHERE GOEST THOU? HAST THOU FOR-GOT THAT WE ARE ON STAND-BY ALERT?

I'VE FOR-GOTTEN NOTHING, GOLDILOCKS. BUT SOME-THING'S COME UP, AND THE BASHFUL BEASTIE'S GOTTA MOVE FAST!

MY BEST TO THE HOME FOLKS, BIG FELLA!

PASSING STRANGE. THE BEAST DESERTS HIS POST, THEN TAKES A QUINJET THAT FEDERAL AGENT GYRICH HATH FOR-BIDDEN US TO USE. 'TIS MOST UNLIKE HIM.

HIS WORDS WERE JOCULAR...

YET HIS MEIN WAS MORE GRIM THEN E'ER I HAVE SEEN BEFORE. 'TIS NO SMALL THING THAT PLAGUES HIM, METHINKS, BUT A MATTER OF LIFE AND DEATH.

AT THAT VERY MOMENT...

HOO-BOY! THINGS SURE ARE JUMPING TONIGHT.

THAT'S AN AVENGERS' QUINJET, I DO BELIEVE. LOOKS LIKE ONE OF OUR LOCAL LEGENDS IS IN A BIG HURRY! WONDER WHAT'S UP?*

*FULL DETAILS, FRANTIC ONES, CAN BE FOUND IN X-MEN #111, ON SALE NEXT MONTH. --ARCHIE.

WHATEVER IT IS, I GOT TROUBLES ENOUGH OF MY *OWN*.

I WAS GETTING A PRETTY STRONG *SIGNAL* FROM MY TRACER TILL A FEW MINUTES AGO, WHEN IT SUDDENLY *DISAPPEARED*.

EITHER IT'S BEEN FOUND AND *DESTROYED*, OR THE HOVERCAR'S DROPPED BEHIND SOME PRETTY SOPHISTICATED *SHIELDS*.

KNP 7301

WITHOUT THAT BUG, I HAVEN'T A *HOPE* OF FINDING -- *HEY!!*

THAT *AMBULANCE*! THE DRIVER'S OUTFIT *MATCHES* THE CLOTHES ON THE GOONS I'M *CHASING*!

THWIP!

THIS MAY BE THE BREAK I *NEED*!

THE *SIGN* ON THE GATE SAID THIS WAS SOMEBODY'S EMBASSY. WITH MY LUCK, IT'S PROBABLY *LATVERIA'S*.

WHAT *DOC DOOM* WOULD BE DOING WITH THESE COMIC OPERA REFUGEES FROM "*THE TEN COMMANDMENTS-MEET-STAR WARS*" IS BEYOND *ME*, THOUGH.

SO FAR, SO GOOD. HM, THE AMBULANCE GUYS IN FUNNY HATS ARE BEING MET BY *GUN-TOTING* GUYS IN FUNNY HATS.

HURRY, YOU FOOL. THE STASIS TAPES HAVE NEARLY REACHED *SATURATION POINT*. THEY WILL NOT HOLD HAVOK MUCH *LONGER*.

YOU *WORRY* TOO MUCH, ACHMED. WE'VE COME *THIS* FAR WITHOUT A HITCH --

--WHAT CAN HAPPEN TO US *NOW*?

HOLY COW! WHAT'S THE MATTER WITH MY MIND, ANYWAY?! I SHOULD HAVE REALIZED THIS *AGES* AGO!

THAT GUY ON THE STRETCHER MUST BE THAT "*HAVOK*" CHARACTER THE GOONS IN CRAIG'S OFFICE WERE TALKING ABOUT *KIDNAPPING*!

AND IF THAT ISN'T MY CUE TO MAKE LIKE *CAPTAIN CRIMEBUSTER*, I DON'T KNOW WHAT *IS*!

WOM

ABDULLAH! *LOOK OUT!* WE'RE UNDER *ATTACK!*

BOK!

BY YOUR FRIENDLY, NEIGHBORHOOD *SPIDER-MAN*, NO LESS. I HOPE YOU BOYS FEEL *FLATTERED*.

IT'S ONE OF THOSE CURSED *SUPER-HEROES*--

KWHOD!

UNNNGHH!

THOSE ARE THE *BREAKS*, SWEETHEART.

BUT WHY NOT LOOK ON THE *BRIGHT* SIDE. I COULD HAVE BEEN *GODZILLA*, OR THE *THING*, EVEN.

HANG ON, FELLA. I'LL HAVE YOU ON YOUR FEET IN A *JIFFY*.

A WASTED *EFFORT*, DOG-- FOR IN ANOTHER MOMENT YOU WILL BE *DEAD*.

MORE OF 'EM? THESE BOZOS DON'T KNOW WHEN TO *QUIT*.

DIVE FOR *COVER*, PAL. I'LL TRY TO *DRAW* THEIR FIRE.

IN A WORD, SPIDER-MAN--

--*NO!*

THESE ANIMALS *KILLED* THE WOMAN I LOVE, AND NOW THEY'RE GONNA *PAY* FOR IT--

--AS ONLY *HAVOK* CAN MAKE THEM PAY!!

AARRRGH!

OH.

HIS POWER'S *UNBELIEVABLE*. FOR AN INSTANT, IT WAS AS IF HE'D *TRANSFORMED* HIMSELF INTO A LIVING *STAR*.

MAN, I HOPE I NEVER GET HIM MAD AT *ME*.

LET 'EM COME.

WATCH YOUR *BACK*, SUN-SHINE. WE'VE GOT *COMPANY*.

THE MORE THE *MERRIER!*

IT'S A BRIEF FIGHT, AND DESPITE THE SEEMINGLY OVER-WHELMING NUMERICAL ODDS...

...THE OUTCOME IS NEVER REALLY IN DOUBT.

WELL, I THINK THAT'S THE *END* OF IT.

FRIEND, IT JUST *STARTED*.

ALL WE'VE DONE IS BRUISE OUR KNUCKLES ON AN ARMY OF *FLUNK-IES*. BEATING THEM DOESN'T MEAN ANYTHING UNLESS WE BEAT THEIR *BOSS-MAN*.

YIKES!!

AND *THAT*, X-MAN, YOU WILL *NEVER DO!*

ZRAKOW!

MISERABLE BARBARIANS! YOU DARE SET YOUR PITIFUL POWERS AGAINST ONE WHO WIELDS THE ELDRITCH MIGHT OF ANCIENT EGYPT?!

YOU DARE DEFY THE LIVING PHARAOH?!?

I'LL SAY THIS FOR THE GUY--HE SURE KNOWS HOW TO MAKE AN ENTRANCE. IS HE FOR REAL?

VERY... MUCH SO.

I HAVE WAITED A LONG TIME FOR THIS MOMENT, ALEX SUMMERS. BEFORE THE NIGHT IS OVER, ONE OF US WILL EMERGE TRIUMPHANT--

AND IT WILL BE I!

BIG TALK, BUSTER. LET'S SEE HOW GOOD IT SOUNDS AFTER WE'VE STUFFED THAT FANCY HELMET OF YOURS DOWN YOUR THROAT!

GOTTA PLAY THIS VER-RY COOL. I'VE GOT TO KEEP THE PHARAOH OCCUPIED TILL HAVOK'S ON HIS FEET. HE CAUGHT THE BRUNT OF THAT ENERGY BLAST!

INSOLENT PUP! TAKE CARE, LEST I SQUASH YOU LIKE THE INSECT YOU ARE.

I'LL BELIEVE THAT, BUNKIE, WHEN I SEE IT.

A FEW MOMENTS LATER...

SKRAKKA-KAM!

ME AN' MY... BIG MOUTH.

ALLAH PRESERVE ME!

IT'S SPIDER-MAN! BUT WHAT--? WHY?! HOW?!?

HE LIES SO STILL, ALMOST AS IF HE WERE...

OH, ALLAH, NO. HE CAN'T BE. HE... CAN'T!

MEANWHILE, IN THE COURTYARD BELOW...

THE PHARAOH'S BLAST SHOT SPIDEY OUT OF HERE LIKE A ROCKET. IF HE EVEN SURVIVES, IT'LL BE A MIRACLE.

THAT'S TWO LIVES YOU OWE ME, BUTCHER-- AND I MEAN TO COL-LECT!

TIMES HAVE CHANGED SINCE WE LAST MET.* I'M NO KID ANYMORE.

* IN THE EPIC X-MEN #'S 55-57. --A.G.

I KNOW WHAT MY POWER IS AND WHAT IT CAN DO! I'M NO LONGER AFRAID OF IT--OR AFRAID TO USE IT!

FOR LONG, SEEMINGLY INFINITE MINUTES, BOTH MEN STAND STILL AS STATUES, NEITHER GIVING AN INCH AS RAW, NAKED ENERGY ROARS AROUND THEM.

THEIR POWER IS AWESOME ...AND EQUAL. TRY AS THEY MIGHT, NEITHER CAN GAIN ANY ADVANTAGE OVER THE OTHER.

THE STALEMATE MIGHT LAST FOREVER, BUT...

GREAT ONE, I HAVE HIM!

:ARRRRHK:

YOU HAVE DONE WELL, KASSIM. AS I PLANNED, THE ANKH TURNED HAVOK'S POWER AGAINST HIMSELF AND SMASHED HIM DOWN. HE IS ALIVE-- BARELY-- AND TOTALLY HELPLESS.

TAKE HIM TO MY LABORATORY. I WILL JOIN YOU ONCE I HAVE PREPARED MY-SELF FOR THE TRANSFORMA-TION.

THE MEN MOVE **SWIFTLY** DOWN TO A LONG-FORGOTTEN **SUB-BASEMENT** BENEATH THE CONSULATE, AND FOR ALL HIS AWESOME POWER, HAVOK IS **HELPLESS** TO STOP THEM.

HE IS AWARE OF WHAT'S HAPPENING TO HIM--ABLE TO SEE, HEAR, FEEL, THINK--BUT TOTALLY UNABLE TO **MOVE**. THE PHARAOH'S ANKH HAS TRANSFORMED HIM INTO A **LIVING STATUE.**

HE KNOWS WHAT'S COMING, TOO. HIS MUTANT POWERS--AND THOSE OF THE PHARAOH--ARE INEXTRICABLY **LINKED**, WITH HAVOK THE DOMINANT HALF OF THIS ARBITRARY, UNWANTED **GESTALT.** SO LONG AS HE IS ALIVE, THE COSMIC POWER THEY BOTH SHARE FLOWS TO **HIM**, NEVER TO THE PHARAOH.

BUT SHOULD HAVOK DIE, THEN THAT NEAR-INFINITE POWER WILL BELONG TO THE **PHARAOH ALONE.**

THIS ISN'T THE MOST **COMFORTABLE** OF BEDS, INFIDEL, BUT IN YOUR CONDITION, I DOUBT YOU'LL **COMPLAIN.**

YOU NEEDN'T LOOK SO **WORRIED**, EITHER, BOY. THIS WON'T BE LIKE THE **LAST TIME.*** THE PHARAOH WANTS YOUR **POWER**, TRUE, BUT NOT YOUR **LIFE.**

*X-MEN #56, AGAIN. --A.G.

THIS CASING **DOESN'T** CUT YOU OFF FROM THE **COSMIC RAYS** YOU AND THE PHARAOH BOTH ABSORB AND **METABOLIZE**--QUITE THE **OPPOSITE.**

IT MAKE YOU OPERATE AT **PEAK** POWER, AND THEN IT ABSORBS THAT POWER, **AMPLIFIES** IT AND **BROADCASTS** IT TO THE PHARAOH, MAKING HIM **STRONGER** THAN HE'S EVER BEEN!

AT THE **SAME** TIME, ITS SYSTEMS WILL KEEP YOU--HIS LIVING **BATTERY**--IN **PERFECT HEALTH.** REST IN PEACE, MY FR--**EH?!?**

THE **CASING**--IT WON'T **CLOSE!**

Y'KNOW, PAL, I HAD A *FEELING* YOU'D SAY THAT.

SPIDER-MAN!!

BUT THAT'S *IMPOSSIBLE!* THE GREAT ONE'S BLAST SHOULD HAVE *PULVERIZED* YOU!

REALLY? GOSH, I THOUGHT IT WAS JUST HIS WAY OF SAYING *HELLO.*

I WISH I FELT AS *CONFIDENT* AS I SOUND. THAT ZAP CAME ABOUT AS CLOSE TO PUNCHING MY TICKET AS ANYTHING I'VE EVER *FACED.*

NOTHING'S *BROKEN,* BUT I CAN'T MAKE A *MOVE* WITHOUT SOME PART OF MY BODY GOING, "*OUCH*"!

STOP, SPIDER-MAN!

TOUCH THAT TALISMAN--MAKE EVEN THE SLIGHTEST *MOVE* TOWARDS HAVOK--

--AND YOU WILL FEEL THE WRATH OF ONE WHO IS THE PERSONIFICATION OF THE GODS *HORUS* AND *OSIRIS!*

GOTTA MAKE THIS *SHORT* AN' SWEET. I'M IN NO SHAPE FOR A REAL *SCRAP.*

THWOK!

LESSEE, IF I HEARD THAT FLUNKY *RIGHT...*

...THIS ANKH IS *SCRAMBLING* HAVOK'S NERVOUS SYSTEM, *PARALYZING* HIM.

SO I'LL BET ALL I HAVE TO DO TO CURE HIM IS *REMOVE* IT.

YOU'VE GOT TO BE KIDDING.

I'VE SEEN SOME ODDBALL OUTFITS IN MY DAY, PHARAOH, BUT YOURS TAKES THE CAKE. WHAT SHOW ARE YOU TRYING OUT FOR, ANY-WAY--? "THE WIZ" OR "STAR WARS 2"?

DO NOT MAKE LIGHT OF MY SACRED GARB, WITLING. MY ENERGY BOLTS STRUCK YOU DOWN ONCE--

--THEY CAN EASILY DO SO AGAIN!

ONLY IF THEY HIT ME, SHINY-TOP, AND THAT'S A LOT EASIER SAID THAN DONE!

SHANG!

YOU TAGGED ME BEFORE WITH A WIDE-BEAM BLAST. ONLY YOU CAN'T FIRE ONE IN HERE WITHOUT DESTROYING YOUR OWN EQUIPMENT.

IN FACT, YOU'VE GOT TO BE VERY CAREFUL ABOUT WHERE YOU PLACE YOUR SHOTS.

KRAK!

'CAUSE THE ONE THAT GETS ME MIGHT ALSO BE THE ONE THAT SETS HAVOK FREE.

OR MAYBE DROPS THE ROOF DOWN ON TOP OF YOUR SHOVEL-SHAPED LITTLE HEAD.

ME, I GOT NO SUCH WORRIES. I COULD WRAP YOU UP IN WEBBING FASTER THAN YOU COULD BLINK!

KRAK!

BUT IN YOUR CASE, I'M GONNA FINISH THIS FIGHT UP CLOSE AND PERSONAL!

PLEASANT DREAMS, SUNSHINE!

IT'S AN IMPRESSIVE PUNCH.

ON ANY OTHER NIGHT, AGAINST ANY OTHER FOE, IT PROBABLY WOULD HAVE ENDED THE FIGHT.

TROUBLE IS, SPIDEY'S UNCONSCIOUSLY MADE A FATAL MISCALCULATION, AS THE FORCE OF HIS BLOW...

...HURLS THE PHARAOH BACK TOWARD HAVOK'S CRYSTAL CASING. THE WEBBING HOLDS UNDER THE IMPACT...

...THE CEILING DOESN'T.

TRAK!

KLIK!

GODS OF THE MIDDLE KINGDOM, I KNEW YOU WERE WITH ME!

FROM OUT OF THE JAWS OF DEFEAT, YOU HAVE GIVEN ME--

--THE ULTIMATE VICTORY!!

AS BEFORE, THE COSMIC RAYS ARE CHANGING ME FROM MERE MUTANT INTO SOMETHING FAR GREATER.

RESHAPING ME INTO THE LIVING EMBODIMENT OF--THE POWER!!

PROFESSOR ABDOL-- WHO CALLED HIMSELF THE LIVING PHARAOH-- IS NO MORE, IN HIS PLACE...

THE LIVING MONOLITH WALKS THE EARTH ONCE MORE!!

SPIDEY, I THINK YOU JUST DID A VERY DUMB THING.

BE HONORED, SPIDER-MAN, FOR OF ALL HUMANITY'S TEEMING BILLIONS, YOU WILL BE THE FIRST TO FALL BEFORE MY IRRESISTABLE MIGHT!

AND NO POWER ON EARTH CAN SAVE YOU!!

HEY, BIG FELLA, YOU SURE WE CAN'T TALK THIS OVER?

NO, I DIDN'T THINK WE COULD.

SA-THAW!

NEXT: SPIDEY JOINS FORCES WITH THOR AS HE LEARNS ...WHOM GODS DESTROY!

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FEATURING

SPIDER-MAN®

AND

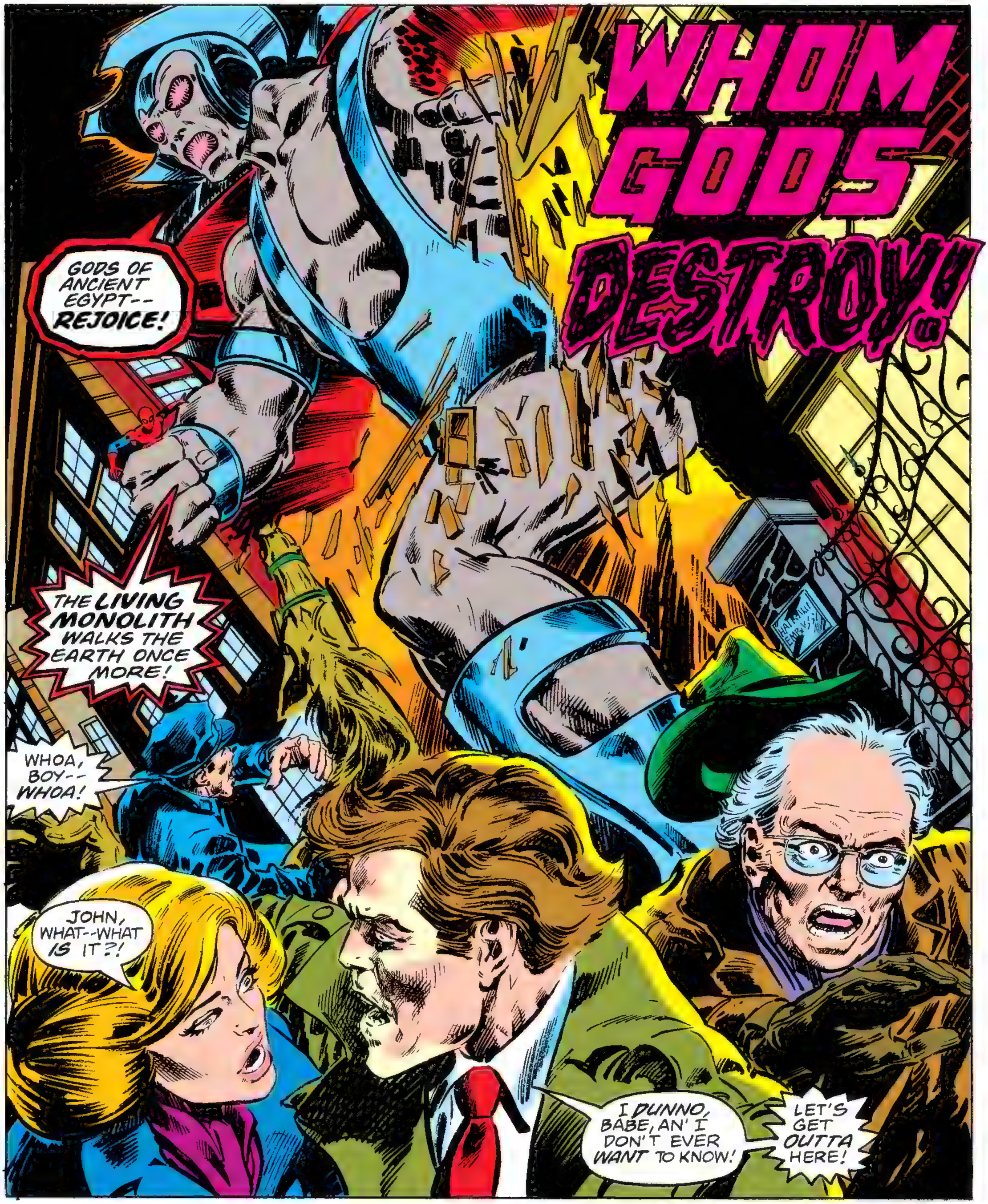
THOR®

THE MARVEL BULLPEN PROUDLY PRESENTS THIS MONTH'S OUTSTANDING ACHIEVEMENT IN COMICS ART!

WHEN WALKS THE LIVING MONOLITH!

Stan Lee PRESENTS: SPIDEY AND THOR--TOGETHER!™

CHRIS CLAREMONT AUTHOR * JOHN BYRNE PENCILER * TONY DeZUNIGA INKER * ANNETTE K., LETTERER PHIL RACHE, COLORIST * JIM SHOOTER EDITOR



AYE, HUMANS--**FLEE** BEFORE THE IRRESISTABLE MIGHT OF ONE WHO IS THE PERSONIFICATION OF **HORUS** AND **OSIRIS**--

--LEST I **CRUSH** YOU BENEATH MY HEEL LIKE THE **INSECTS** YOU ARE!

HE CAN **DO** IT, TOO!

FIVE MINUTES AGO, WHEN HE WAS JUST ANOTHER HYPERACTIVE **SUPER-VILLAIN**, I COULD HAVE **HANDLED** HIM.

BUT NOW THAT HE'S ABSORBED HAVOK'S **COSMIC POWER**--TRANSFORMED HIMSELF INTO SOME KIND OF **LIVING GOD**--I HAVEN'T A **PRAYER.**

GOTTA KEEP HIM **OCCUPIED**, THOUGH--

--GIVE THAT **CROWD** TIME TO **SCATTER**...

THWAP!

HEY, TIN-TOP, YOU CAN'T **STOMP** WHAT YOU CAN'T **SEE!**

SHEESH! GRADE-A WEBBING AND HE **TORE** IT LIKE IT WAS **TISSUE PAPER.**

INSOLENT ARACHNID--THIS TIME YOU GO TOO **FAR!**

DOES THAT MEAN YOU'RE **MAD** AT ME?

I HAVE SUFFERED YOUR TAUNTS LONG ENOUGH, MORTAL. NOW YOU WILL **PAY** FOR THEM--

--WITH YOUR MISERABLE **LIFE!!**

WHOOM!

I'M GOIN' LIKE A *ROCKET*. ACCELERATION NEARLY... KNOCKED ME *OUT!*

NO TIME TO *SET UP* A SHOT--GOTTA FIRE *BLIND*... AND HOPE I *CONNECT!*

THWIPP!

CRIPES, I *MISSED!*

NO CHANCE FOR A *SECOND* TRY-- I'M TOO *CLOSE* TO THE STREET, MOVING TOO *FAST*. EVEN IF THE WEBBING STICKS, MY *MOMENTUM* WILL STILL SLAM ME INTO THE *GROUND*.

I GUESS THIS IS *IT*.

WHAZZAT--?!?

BE NOT *AFRAID*, WALL CLIMBER!

THE DEATH-GODDESS, *HELA*, SHALL NOT CLAIM THEE WHILE *THOR* IS HERE TO GIVE THEE *AID*.

ANOTHER SHAVE AS *CLOSE* AS THAT, GOLDI-LOCKS, AND I'LL MAKE IT *EASY* FOR THE LADY--BY DROPPING DEAD OF A *HEART ATTACK*.

BUT *THANKS* ANYWAY.

AFTER THE *AID* THOU HAST GIVEN THE *AVENGERS* IN DAYS PAST, I COULD DO NO *LESS*.

BUT *TELL* ME, MY YOUNG FRIEND, HOW *CAME* THEE TO SUCH *DIRE* STRAITS?

IT'S A *LONG* STORY, PAL, AND I DON'T UNDER-STAND *ANY* OF IT. BUT HERE GOES...

I *TRACKED* SOME BURGLARS TO A MIDDLE EAST EM-BASSY UP THE STREET, SLIPPED INSIDE--AND DISCOVERED THEY WERE *KIDNAPPERS* AS WELL. THEIR VICTIM WAS A SUPER-POWERED TYPE NAMED *HAVOK*.

WHEW! GIMME A MINUTE TO CATCH MY BREATH. THAT FALL TOOK MORE OUT OF ME THAN I THOUGHT.

ANYWAY, THE GUY BEHIND ALL THIS--THE LIVING PHARAOH--NEEDED HAVOK TO AMPLIFY HIS OWN MUTANT POWERS. I ALMOST STOPPED HIM, BUT I BLEW IT.

AND THE PHARAOH WAS TRANSFORMED--

--INTO THE LIVING MONOLITH.* PRETTY IMPRESSIVE, HUH? AND FROM THE LOOKS OF IT, HE'S STILL GROWING.

*LAST ISH -- JIM.

THOU HAST FOUGHT BRAVELY, SPIDER-MAN--

--BUT THOU ART NO MATCH FOR YON GIANT.

STAY HERE, MY FRIEND. THOR WILL DO BATTLE FOR THEE!

UNAWARE OF THE THUNDER GOD'S APPROACH...

...THE MONOLITH MAKES HIS WAY DOWN A FIFTH AVENUE...

...THAT'S JUST BEGUN TO FILL WITH RUSH-HOUR TRAFFIC.

IT COULD HAVE BEEN A MASSACRE...

HARLEY--OH MY GOD, HARLEY! THAT FOOT!

WE'RE PINNED BY THE CARS AROUND US, CISSY! WE CAN'T GET OUT!

MERCURY

BAH! ONLY MORTALS ARE FORCED TO WALK THE EARTH.

A GOD MAY WALK THE SKY

HARLEY, HE--HE'S RISING UP INTO THE AIR!

HOLD, VILLAIN!

BEFORE THOU DOST TAKE *ANOTHER* STEP--BE IT ON EARTH OR AIR--THOU WILT *ANSWER* FOR THY MANIFOLD *CRIMES*...

...TO THE *GOD OF THUNDER!*

BOM!

WHAMMO!

I AM THE LIVING MONOLITH, GNAT.

I ANSWER TO *NO ONE.*

SKRASH!

734

TERNS

STERNS

HEIMDALL'S EYES, IT SEEMS I HAVE *UNDERESTIMATED* MY FOE. HIS POWER IS THE *EQUAL* OF HIS SIZE...

...AND BIDS FAIR TO *RIVAL* THAT OF THE DREAD DESTROYER AND, MAYHAP, *THANOS.*

BUT HE WILL FIND THAT IT WILL TAKE *MORE* THAN ONE BLOW--HOWEVER *STRONG*--

--TO STOP A *WARRIOR BORN!*

A GLUTTON FOR PUNISHMENT, EH, LITTLE MAN? ARE YOU FOOL ENOUGH TO THINK YOUR HAMMER IS A MATCH FOR ONE WHO WIELDS--THE **POWER!**

I DRAW MY STRENGTH FROM THE **PRIMAL FABRIC** OF THE UNIVERSE ITSELF. CAN YOU SAY THE SAME?!

I SENSE *TRUTH* IN HIS WORDS.

MY MYSTIC MALLET, *MJOLNIR*, DEFLECTS HIS ENERGY BLASTS --BUT ONLY *JUST.* AND HIS POWER *INCREASES* WITH EVERY PASSING SECOND.

MAN, I HAVEN'T FELT SO *USELESS* SINCE THE THING AND I HELPED THE AVENGERS BEAT *THANOS.** AND IT'S A FEELING I *DON'T LIKE.*

OKAY, SO *WHAT* IF I HAVEN'T GOT THE *MUSCLE* TO HOLD MY OWN IN THIS FIGHT?!

I STILL HAVE A *BRAIN!* HOW 'BOUT I TRY *USING* IT FOR ONCE?

*TWO-IN-ONE ANNUAL # 2 --JIM.

I MIGHT *SURPRISE* EVERYONE.

THERE'S HAVOK, IN THE *CRYSTAL COFFIN* TINTOP'S GOONS DUMPED HIM INTO. IF I *REMEMBER* WHAT THEY SAID--

--THAT CASING IS THE *KEY* TO THE MONOLITH'S POWER.

THE *ANKH* AROUND HAVOK'S NECK KEEPS HIM *PARALYZED*--

--WHILE THE CASING *ABSORBS* HIS COSMIC ENERGY AND *BROADCASTS* IT TO THE MONOLITH.

SO, LOGICALLY, IF WE *ZAP* THE CASING, TINTOP'S POWER GOES-- *PHHFFFT!*

THOR! *HEY, THOR!*

FREE THE KID IN THE COFFIN, AND THE MONOLITH'S *BEATEN!*

AS THOU WISHEST, SPIDER-MAN!

'TIS NOT A STRATAGEM *WHOLLY* TO MY LIKING-- BUT IF 'TWILL *DEFEAT* OUR FOE BEFORE ANY INNOCENTS ARE *HARMED*--

--THE SON OF ODIN WILL *TAKE* THY ADVICE.

MY HAMMER IS *THROWN!* IN ANOTHER INSTANT, YON CRYSTAL CASEMENT WILL BE *SHATTERED!*

BENIGHTED SIMPLETON! THAT'S THE *WORST* THING YOU COULD HAVE DONE!

THE CASING IS BOOBY-TRAPPED. IF YOU SMASH IT, THE BOY WILL *DIE*--

--AND HIS UNIVERSE-SHAKING POWER WILL BE *MINE FOREVER!*

BLAST! THIS DAY'S BEEN KICKING ME IN THE *BUTT* SINCE IT BEGAN!

EVERY TIME I TRY SOME-THING, IT *BACKFIRES.*

GOTTA *SNAG* GOLDY'S HAMMER, TRY TO *TURN* IT--!

THWIP!

SO FAR, SO GOOD. I'VE GOT A *GOOD* GRIP ON MY WEB-LINE, AND ON THIS *ROOF* AS WELL. ANY SECOND NOW, THE LINE'LL PULL *TAUT* AND...

YIKES!

SKRRRAK!

SOMETHING TELLS ME I SHOULD'VE *LET GO.*

AT LEAST, I MANAGED TO *DIVERT* THE HAMMER. AN' I'M GETTING A *GUIDED TOUR* OF THE EMBASSY TO BOOT.

TROUBLE IS, IF I LET GO *NOW,* I'LL BE *MASHED* FLATTER THAN A--*HUH?!?*

OH-- NO!!

HELA'S GHOST-- *WHAT?!?*

SPIDER-MAN, METHINKS THY KNACK FOR THE ARTS OF WAR DOTH RIVAL THAT OF MY COMRADE *VOLSTAGG.*

=WHOU-U-UOFF=

I DON'T KNOW *WHY,* BUT I GET THE FEELING I'VE JUST BEEN *INSULTED.*

HEY, THOR-- *STOP* THE HAMMER, I WANNA *GET OFF!*

FOMP!

WHERE'S THE *MONOLITH?*

THERE, MY FRIEND, AS FAR AS *HE* IS CONCERNED THE BATTLE IS ENDED-- AND HE HATH *WON.*

WE ARE NO LONGER *WORTHY* OF HIS *ATTENTION.*

BUT IN TURNING HIS *BACK* UPON THE GOD OF THUNDER, HE HATH MADE A FATAL *MISTAKE.*

I AM *FAR* FROM BEATEN, MORTAL.

YON MONOLITH NAMES HIMSELF A *SON* OF THE GODS OF *ANCIENT EGYPT.* SO BE IT--

--THOUGH I HAVE *MET* THOSE GODS,* AND KNOW HIM TO BE *NO* TRUE SON OF THEIRS. LET US SEE HOW *WELL* HE FARES--

*THE LAST TIME IN TWO-IN-ONE, #'S 22 & 23-- JIM.

--AGAINST A WARRIOR SON OF FABLED *ASGARD!!*

THOOOM!

AARRRGH!!

THE IMPACT *SHATTERS* SKYSCRAPER WINDOWS THROUGHOUT LOWER MANHATTAN AND WAKES OVER A *MILLION* PEOPLE LIVING AROUND *NEW YORK HARBOR...*

SPLASH!

A LOT OF THEM QUITE NATURALLY ASSUME IT'S THE *END OF THE WORLD.*

AND, INDEED, FOR THE CREW OF THE TUGBOAT, *"MOLLY D"*--TRAVERSING THE UPPER BAY WHEN THE MONOLITH *HITS*--IT VERY NEARLY *IS.*

ODIN'S BLOOD, I DID NOT SEE THE MORTAL SEA-CRAFT TILL AFTER I HAD STRUCK!

THOR, WHAT--?!

I HAVE UNWITTINGLY ENDANGERED YON VESSEL. I MUST GO QUICKLY TO ITS AID, BEFORE THE MONOLITH RECOVERS!

THOR MOVES FAST ACROSS THE EARLY MORNING SKY, BUT NOT QUITE FAST ENOUGH...

...AS THE 'MOLLY D" SUDDENLY STOPS DEAD IN HER TRACKS.

LORD O' MERCY--SOMETHIN'S GRABBED US FORE-AN'-AFT!

BAIL OUT, YOU MEN! ABANDON SHIP!

MIRACULOUSLY, THE ENTIRE CREW MAKES IT OVER THE SIDE IN TIME...

YOU HAVE CAUSED ME PAIN, AVENGER--

BY THE NORN, HE HOLDS YON VESSEL AS IF 'TWERE BUT A TOY!

--AND FOR THAT CRIME, THE PENALTY IS... DEATH!!

KRE-E-E-E

MEANWHILE, A FEW MILES UPTOWN...

THOR'S TOSSING SOME PRETTY IMPRESSIVE SHOTS--

--BUT THE MONOLITH'S TAPPING A NEAR-INFINITE ENERGY SOURCE--COSMIC RAYS. CAN THOR BEAT THAT?

I DUNNO...MAYBE HE CAN! AFTER ALL, WHAT THE HECK DO I KNOW ABOUT GODS?!

SHEESH! I'M JUST SPINNING MY WHEELS--I NEED TO KNOW WHAT'S HAPPENING!

MARTHA, WILL YOU PLEASE HURRY?!

IN A MINUTE, GEORGE.

EXCUSE ME, FOLKS. I'M SPIDER-MAN, YOUR...UH, FRIENDLY NEIGHBORHOOD SUPER-HERO--AND I NEED TO USE THOSE BINOCULARS REAL BAD.

DO YOU MIND?

UH... UH...

WE MOST CERTAINLY DO. I PAID GOOD MON--!

MARTHA, FOR PITY'S SAKE, SHUT UP AND GIVE THE MAN WHAT HE WANTS!

THOR'S PULLED OUT ALL THE STOPS ALL RIGHT. IT'S... INCREDIBLE--A HURRICANE BARELY A HALF-MILE WIDE, AND OUTSIDE OF IT, EVERYTHING'S AS CALM AS COULD BE.

BUT... INSIDE--!

HOW CAN ANY SINGLE BEING CONTROL THAT MUCH POWER?!

THANKS FOR YOUR HELP, FOLKS. I REALLY APPRECIATE IT!

IF I HAD ANY BRAINS, I'D LEAVE THIS MESS TO THOR AND GO CORRAL THE AVENGERS --OR, EVEN BETTER, GO HOME TO BED.

BUT I'VE GOT AN IDEA, AND IF ALL OF A SUDDEN I GET VERY LUCKY, IT MIGHT EVEN SAVE THE DAY.

WELL, MARTHA--ENJOYIN' YOUR SECOND HONEYMOON?

YES, GEORGE, BUT I STILL WISH WE COULD SEE THE ROCKETTES.

IF I WERE TIN-TOP, I SURE WOULDN'T LEAVE MY LIVING BATTERY LYING AROUND WAITING TO BE RESCUED--!

AHA! SCORE ONE FOR ME!

THE MONOLITH'S COMIC OPERA GOON SQUAD IS LOADING HAVOK INTO A TRUCK!

NICE MOVE, WHILE TIN-TOP HOLDS EVERYONE'S ATTENTION, YOU BOYS SLIP AWAY--

--WITH THE GUY WHO'S THE KEY TO HIS POWER!

WHUK!

TOO BAD IT ISN'T GONNA HAPPEN THAT WAY!

FRAK!

HEY, BUNKIE, YOU BOZOS COULDN'T SKRAG ME THE LAST TIME WE TUSSLED--

--WHAT MAKES YOU THINK YOU CAN DO IT NOW?!

BROW!

STOP PLAYING AROUND, FOOL--KILL HIM!

GOTTA HAND IT TO THE MONOLITH--HE COVERED ALL HIS BETS. THE TRUCK'S GOT DIPLOMATIC PLATES.

DPL 711

EVEN IF THE COPS WANTED TO STOP IT, THEY COULDN'T.

FIRST THINGS FIRST--LET'S SEE IF I CAN FIND THE BOOBY-TRAP.

WELL, I'VE STOPPED THE GETAWAY--

--BUT HOW THE HECK DO I GET HAVOK OUT OF THIS COFFIN WITHOUT KILLING HIM?!?

BINGO!

AT THAT MOMENT, FAR TO THE SOUTH, THOR SEEMS TO BE HOLDING HIS OWN.

HE EXPECTED TO BE WINNING.

WHAT MADNESS IS THIS--?! THE GIANT STAGGERS UNDER MY LIGHTNING BOLTS, YET HE DOTH NOT FALL!

AGAIN, I AM FORCED TO PUSH MY POWERS TO THEIR LIMITS MERELY TO KEEP THE VARLET AT BAY.

THE STRAIN IS BEGINNING TO TELL, EVEN AS MINE IMMORTAL SINEWS FALL PREY TO FATIGUE--

--THE MONOLITH REMAINS AS STRONG AS EVER!

I HAVE TAKEN YOUR MEASURE, ASGARDIAN--

--AND I HAVE FOUND YOU WANTING!

YOU CLAIM TO COMMAND THE ELEMENTS--

ZOUNDS!

--BUT I COMMAND THE COSMIC POWERS-- AND I WILL BE TRIUMPHANT!!

BUT, BACK AT THE EMBASSY...

...SOME KIND OF SOPHISTICATED CONTROL UNIT, BUT IT'S LIKE NOTHING I'VE SEEN BEFORE.

THREE MAIN CIRCUITS--BREAKING THE RIGHT WIRE SHOULD FREE HAVOK... BUT WHICH ONE TURNS THIS THING OFF...

...AND WHICH ONE BLOWS IT UP?!?

I'LL TRY THIS ONE FIRST.

TINGLES. I'D BETTER LEAVE IT ALONE.

SAME GOES FOR NUMBER TWO.

GREEN LIGHT FOR THE THIRD--HERE GOES NOTHIN'!

IF I'M WRONG, HAVOK, I'M SORRY.

TIK!

SPIDEY-SENSE, I LOVE YOU!

EVEN IF I DID SWEAT OFF TWENTY POUNDS JUST NOW--

--AND AGE A HUNDRED YEARS.

HANG ON, PAL. I'LL HAVE YOU OUT OF HERE IN A JIFFY.

PHRAOH!

WOW.

ANY SECOND NOW, TIN-TOP, YOU'RE GONNA GET THE SURPRISE OF YOUR LIFE. AN' I WISH I COULD BE THERE TO SEE IT HAPPEN.

I AM **POWER INCARNATE,** AND...AND I...

...FEEL SO...STRANGE... BODY TORN APART WITHIN... DON'T...UNDERSTAND...

IN HIS *DIS-TRESS,* THE GIANT HATH *FORGOTTEN* ABOUT ME. I SHALL USE THIS BOON TO *GOOD ADVANTAGE--*

--AND DELIVER A *BLOW* THAT WILL SHAKE *MIDGARD* TO THE VERY CORE OF-- *BY THE REALM ETERNAL!*

THE MONOLITH HATH *VANISHED!*

DOTH THE VILLAIN THINK TO *ESCAPE* ME?!? IF SO, HE'LL *NOT SUCCEED.*

WINDS OF EARTH, HEED THY MASTER'S VOICE! *CALM* THY FURY--

--AND LET THIS TEMPEST CEASE!!

AND, WITHIN SECONDS, THE HURRICANE DOES JUST *THAT.*

THE *COAST GUARD* HATH RESCUED THE CREW OF THE CRAFT THE MONOLITH *DESTROYED.*

YET, THOUGH I HAVE *SCOURED* THE HARBOR WITH THE CARE AND SKILL OF *HEIMDALL,* THE VILLAIN HIMSELF REMAINS *NOWHERE* TO BE FOUND.

IT *GRIEVES* ME TO ADMIT IT, BUT I FEAR HE HATH *ES-CAPED.* AND I CAN WASTE NO MORE TIME IN *FUTILE SEARCHING.*

I MUST *RETURN* TO THE YOUTH, HAVOK, TO MAKE SURE THAT HE IS ALIVE AND *UNHARMED.*

SPIDER-MAN! THOU ART A TRUE COMRADE, INDEED, IF IT BE BY THINE ACTIONS THAT HAVOK IS FREE.

ALL IN A DAY'S WORK, BLONDIE.

WHAT ABOUT THE MONOLITH, AVENGER?!

VANISHED, MORTAL, INTO THIN AIR.

THE NEXT FEW MINUTES ARE SPENT COMPARING NOTES, UNTIL...

I GUESS, WHEN HAVOK REGAINED HIS POWER, OL' TIN-TOP SHRUNK BACK TO NORMAL SIZE AND GOT BLOWN AWAY BY YOUR STORM.

IT'D TAKE A MIRACLE FOR HIM TO SURVIVE THAT.

HE'LL SURVIVE, SPIDEY. YOU CAN COUNT ON--

--OH MY GOD-- LORNA!!

WHAT AILS THEE, LAD?

MY GIRL, LORNA DANE! WHEN THE PHARAOH'S GOONS SNATCHED ME, SHE GOT BLASTED BACK INTO THE SEA. I'VE GOT TO GET BACK TO THE ISLAND--!

THE ISLAND'S OFF THE COAST OF SCOTLAND, THOR. CAN YOU AVENGERS HELP HIM?

THE AVENGERS, WEB-HURLER--NAY. THE GOVERNMENT HATH FORBIDDEN US THE USE OF OUR MACHINES.

BUT THOR COUNTS ANTHONY STARK AMONG HIS FRIENDS. THE LAD WILL BE HOME ERE NIGHTFALL.

FINE BY ME, PAL. S'LONG, YOU TWO. AND, HAVOK, I HOPE YOUR LADY'S OKAY.

FARE THEE WELL, SPIDER-MAN--UNTIL WE MEET AGAIN.

AND KNOW THAT THE SON OF ODIN SHALL E'ER COUNT THEE AMONG THOSE HE CALLS HIS FRIENDS.

NEXT AS CHRIS AND JOHN TAKE TIME OFF TO BEGIN THE NEW MONTHLY X-MEN, A BRAND NEW CREATIVE TEAM BRINGS YOU SPIDER-MAN AND THE FALCON IN--

DEATHGARDEN!

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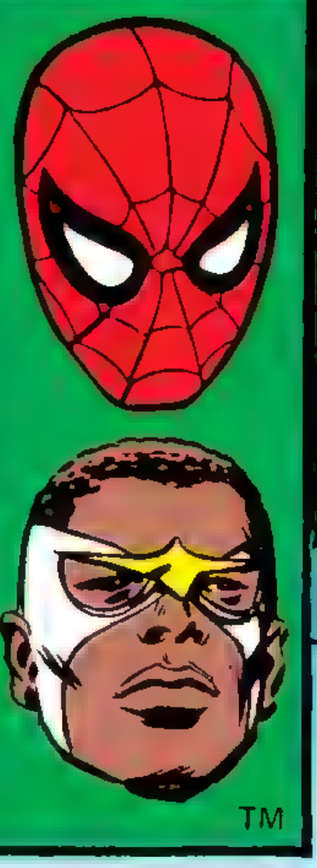

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FEATURING

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WHILE A SLOW POISON STEALS CAPTAIN AMERICA'S LIFE, TWO DESPERATE MEN BATTLE TO SAVE HIM--OR AVENGE HIM!

WHEN DIES A LEGEND!

STan Lee PRESENTS: SPIDEY AND THE FALCON™ -- TOGETHER!™

DEATHGARDEN

WONDER WHAT'S SO URGENT ? WHEN CAP PHONED, HE--

CAP!

OH MY GOD...

THIS IS HOW IT BEGINS: **SAM WILSON** (ALSO KNOWN AS **THE FALCON**)-- HAS RESPONDED TO AN URGENT **PHONE CALL** FROM HIS CLOSEST FRIEND, **STEVE ROGERS** (ALSO KNOWN AS **CAPTAIN AMERICA!**)

HE DISCOVERS HIM SPRAWLED ACROSS A HARLEM SIDEWALK, MORE **DEAD** THAN ALIVE...

BILL KUNKEL SCRIPT / DAVE WENZEL PENCILS / DAN GREEN INKS / RICK PARKER, LETTERER FRANCOISE MOULY, COLORIST / JIM SHOOTER EDITOR

PARTNER' YOU'RE HURT--BAD! BUT... I CAN'T FIND A BRUISE ON YOU!

WAIT A MINUTE-- WHAT'S THAT IN YOUR HAND?

A... FLOWER?

OKAY, WILSON-- THINK! IF CAP IS CLUTCHING THIS, IN HIS STATE, MUST BE FOR A GOOD REASON!

BUT FIRST--

--THANK GOD-- HIS BREATHING IS SHALLOW, AND HIS HEARTBEAT'S WEAK--

--BUT HE'S ALIVE!

AND ONCE I'M SURE HE'S GONNA STAY THAT WAY--

--WELL, THE FALCON HAS A SCORE TO SETTLE!

AFTER A SWIFT EMERGENCY CALL, AN ANGRY AND ANXIOUS FALCON IS JOINED BY NICK FURY, DIRECTOR OF SHIELD, AND DR. JONAS COBB, THE MEDICAL STATION'S CHIEF-OF-STAFF...

TO BE FRANK, GENTLEMEN, IT'S TOUCH AND GO. WE'RE DOING EVERYTHING WE CAN, BUT-- TO PUT IT BLUNTLY-- HE'S DYING.

WHAT?

DYING?

I'VE EXAMINED HIM, AND THE LAB BOYS HAVE GONE OVER THAT MYSTERIOUS-- AND *HIGHLY TOXIC*-- FLOWER YOU FOUND IN HIS HAND, AND...

IT HAS *EVERY-THING* TO DO WITH IT! YOU SEE, NOT ONLY IS THAT BLOOM *POISONOUS*-- BUT IT'S OF A SPECIES WE'VE NEVER BEFORE *ENCOUNTERED*. THEREFORE, BY THE TIME WE DEVELOP AN ANTI-TOXIN--

--OUR *PATIENT* WILL BE *DEAD!*

JONAS, YER A REAL BUNDLE 'A *SUNSHINE!*

BUT THERE MUST BE *SOMETHING* WE CAN DO!

TOXIC?! YOU MEAN THAT *LITTLE FLOWER* HAS SOME-THING TO DO WITH CAP-- *DYING?*

SURE THERE IS, FALC--YOU CAN PIN DOWN THE CREEP WHO *PULLED THIS!*

AND "PERSUADE" HIM TO GIVE ME THE *ANTIDOTE!* BUT I CAN'T RE-CALL EVER DEALING WITH A *FLOWER FREAK...*

OF COURSE, THERE'S *DR. KATZ...*

WHO?!

DR. LEROY KATZ-- A *BRILLIANT* RESEARCH SCIENTIST--

SKIP THE *LECTURE*, DOC-- 'CAUSE, LIKE YOU SAID, WE DON'T HAVE A WHOLE LOT OF *TIME!* JUST GIVE ME HIS *ADDRESS* AND I'LL TAKE IT FROM THERE.

THE MAN LAYING IN THAT *FISHBOWL* ISN'T JUST A "SUPERHERO" OR A "LIVING LEGEND"-- HE'S THE BEST *FRIEND* A MAN EVER *HAD!*

ONE MORE THING, FALCON-- LEROY RECENTLY *MEN-TIONED* BEING TROUBLED BY THEFTS AT HIS GOVERNMENT *RE-SEARCH LABS...*

AS FATE WOULD HAVE IT, ONE OF THOSE VERY *THEFTS* AT ONE OF THOSE VERY *LABS* IS BEING IN-TERRUPTED AT THIS VERY *MOMENT* BY--

-- THE EVER-AMAZING **SPIDER-MAN!**

YOU KNOW, THERE'S NOTHING LIKE A REALLY FIRST-RATE, ***SUBTLE BURGLARY*** TO RENEW YOUR FAITH IN THE KEEN INTELLECT OF YOUR AVERAGE ***CRIMINAL MASTER-MIND!***

AND AT A ***GOVERN-MENT*** SCIENCE LAB, NO LESS! THEY'RE PROBABLY STEALING A ***NEUTRON BOMB.***

HI, GUYS! ***LISTEN,*** WE SUPERHEROES ARE CARRY-ING ON AN ***ENLISTMENT DRIVE*** -- Y'KNOW -- TRY-ING TO FIND ***A FEW GOOD MEN--***

THERE'RE ALL ***SORTS*** OF AD-ADVANTAGES!

YORMFF!

GAK!

ERR, SHOULD I TAKE THAT AS A ***"NO"?***

STINKIN' PUNK! ***TAKE 'IM,*** LOU!

NOW-- DON'T MAKE ANY--

CRAK!

-- ***SNAP*** DECISIONS!

SORRY, FOLKS-- YOU JUST FLUNKED YOUR ENTRANCE EXAMS!

I'M GONNA WASTE YA, WEB-HEAD!

I'LL TELL YA, FELLAS--

U.S.A.

--THE THING I LIKE BEST ABOUT CRIME-FIGHTING IS THE DRAMA!

KUFFT!

THE THRILL OF VICTORY!

THE AGONY OF DEFEAT!

KRASH!

THANKS AGAIN, GUYS-- YOU'VE BEEN A GREAT AUDIENCE!

MEANWHILE...

WELL, REDWING, SOUNDS LIKE WE HIT THE JACKPOT!

I BET THAT NOISE UP AHEAD MEANS WE'RE INTERRUPTING THE VERY FOLKS WE'VE BEEN LOOKING FOR.

GEE, THEY'RE NO FUN, THEY FELL RIGHT--

...OVER ?

TOP SECRET PRIORITY -A- FERTILIZER U.S. GOVERNMENT

I DUNNO, MAYBE I'M DENSE, BUT WHY--?

"YOU KNOW, THERE'S SOMETHING VERY STRANGE GOING ON HERE!"

THERE IS A PAUSE-- A SUDDEN REALIZATION OF DANGER--

ZAP!

-- AND THEN-- BLACKNESS!

OKAY, LET'S MOVE WHILE THAT CREEP'S DOWN FOR THE COUNT!

YOU GOT IT!

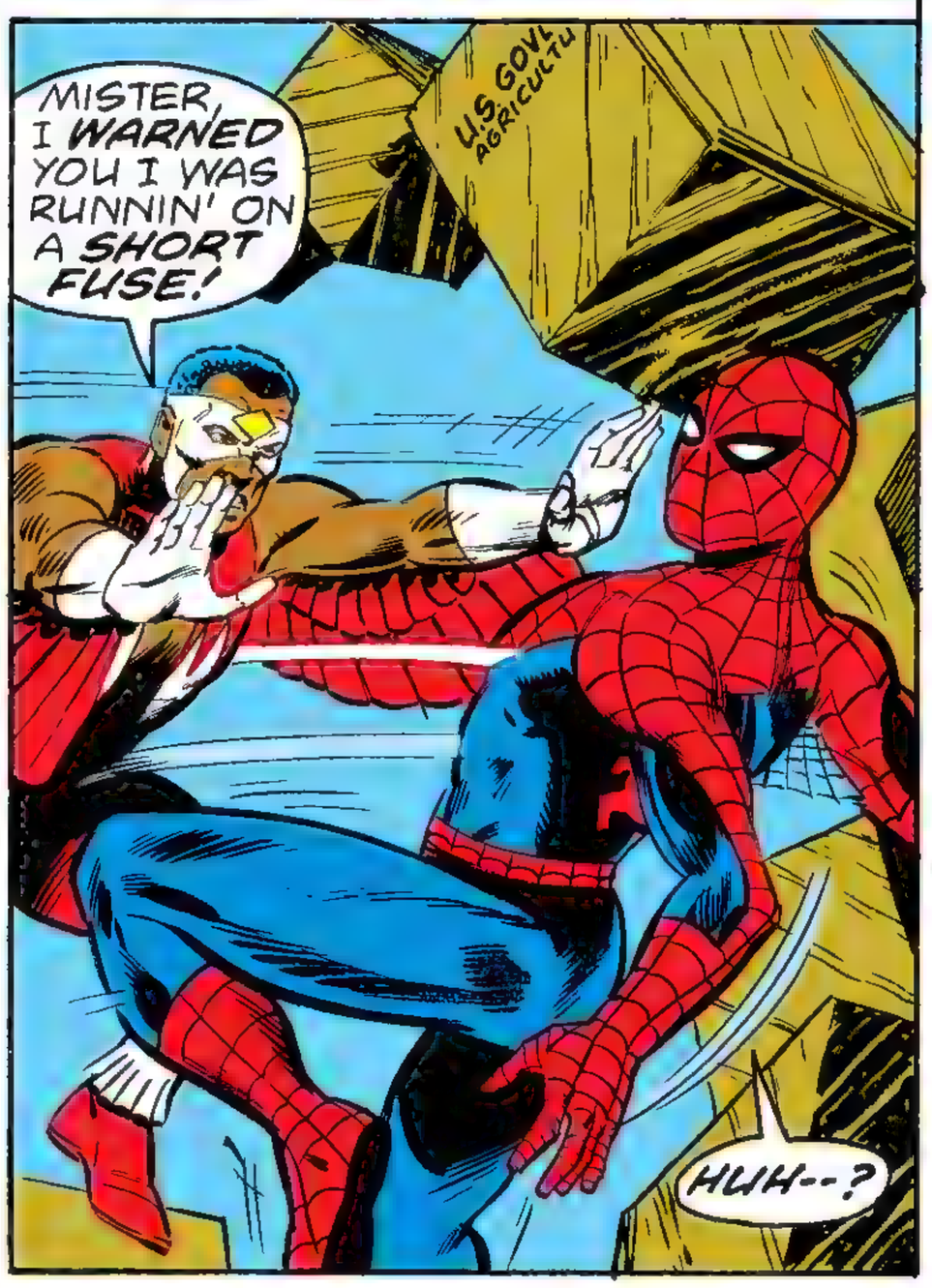
≥UGH≤ EXCED-RIN HEADACHE #1!
GUESS THAT'S WHAT I GET FOR...
WAIT! THEY'RE GETTING AWAY. GOT TO...

OKAY, WEB-SLINGER-- YOU AND ME HAVE SOME TALKING TO DO!
WHO--?
THE FALCON!?

RIGHT, THE FIRST TIME! NOW LISTEN GOOD, 'CAUSE I'M ONLY GONNA SAY THIS ONCE-- CAP'S IN A COMA-- HE'S DYING!
I'M RUNNING ON A SHORT FUSE AND...!
CAP? BUT... HOW?

I'M GONNA DO THE ASKIN'-- YOU'RE GONNA DO THE ANSWERIN'-- GOT IT?
NOW, I DON'T HAVE VERY MUCH TIME TO GET THAT ANTI-TOXIN TO SHIELD-- SO JUST--
HEY-- NOW YOU HOLD IT, FALC!
WHAT ANTI-TOXIN--?

I TOLD YOU I WAS GONNA ASK THE QUESTIONS-- IN FACT, IF I'D KNOWN YOU WERE GONNA BE A HARD GUY, I'D'VE LEANED ON YOU FIRST, AND ASKED QUESTIONS LATER!
THAT TEARS IT!
IF CAP'S IN SOME KIND OF TROUBLE, THEN YOU JUST--!


MISTER, I WARNED YOU I WAS RUNNIN' ON A SHORT FUSE!
U.S. GOVT AGRICULTU
HUH--?

WAIT!

I'VE BEEN RUNNIN' DOWN LEADS FOR *HOURS*, AND THEY FINALLY BROUGHT ME *HERE*!

SLIPPING IN THE BACK WAY, I HEARD A *COMMOTION*--!

WEAK... FROM THAT *BLAST* I TOOK... AND FALCON'S LIKE A *MADMAN*...

--AND I GOT *HERE* JUST IN TIME TO SEE YOU *STANDIN' OVER* A PILE OF THE STUFF THAT HELPED *KAYO* CAP!

NOW *TALK*!--AND TALK *FAST*!

GIVE ME THAT *ANTI-TOXIN*! I'M RUNNIN' OUT OF *TIME*!

HE'S OUT OF HIS HEAD WITH *WORRY*! AND I CAN'T *TAKE* MUCH MORE...

I SAID *GIVE* IT TO-- *HUH*?

SO...

"...MAYBE I CAN KILL *TWO BIRDS* WITH ONE STONE, SO TO SPEAK!"

WHOOF!

HEY! WHO'S *THIS* DUDE?

JUST ONE OF THE SMALL ARMY THAT WAS *LOOTING* THIS PLACE WHEN I HAPPENED TO *SWING* BY!

YOU MEAN--? *WOW*, SPIDEY, I GUESS I *JUMPED* TO--!

FORGET IT.

FROM WHAT YOU TOLD ME, IT'S MORE IMPORTANT THAT *CHUCKLES* HERE TELLS US WHERE HIS BUDDIES IN THAT *TRUCK* HAVE GONE!

D-DON'T *HIT* ME...

DON'T YOU *WORRY*, WEB-SLINGER--IF THIS PIECE OF CRUD CAN TELL ME WHO HAS THAT ANTI-TOXIN--HE'LL *TALK*. YOU BET ON THAT--HE'LL *TALK*.

EASY WITH THE KNUCKLES--

I'LL *TALK*!

HONEST!

A SHORT TIME LATER, ON LONG ISLAND SOUND...

THAT THUG MAY NOT HAVE KNOWN *MUCH*, BUT HE SURE BROKE ALL RECORDS IN TELLING FALC WHAT HE *DID* KNOW.

STILL CAN'T FIGURE WHO HIS **BOSS** IS BUT IT LOOKS LIKE I'LL GET A CHANCE TO SEE FOR *MYSELF* 'CAUSE I'M JUST ABOUT--!

LIKE THEY SAY-- "DIS MUST BE D' *PLACE*!"

WOW.

WHOEVER IT IS, HE'S NOT TAKING ANY *CHANCES*! NOT ONLY IS THE JOINT *CRAWLING* WITH HEAVILY- ARMED GUARDS--

--BUT HIS FENCE IS *ELECTRIFIED* AS WELL! SO...

VOILA! I'LL JUST WHIP UP ONE INSTANT *WEB TRAM-POLINE*--

FWIP!

FWIPP!

--GUARANTEED TO PROVIDE A SOFT LANDING--

TWUMP!

"-- WHILE ALSO AROUSING A SENSE OF CURIOUSITY, RATHER THAN ALARM, IN THE GUARDS."

HEY, I JUST HEARD SOMETHIN' IN THE BUSHES!

WHERE?

OVER HERE SOMEWHERE.

PROBABLY A RABBIT...

HEY!

THUNK!

THUNK!

NOW TO APPROPRIATE THIS NIT- WIT'S COSTUME.

YECH... I CAN'T SAY MUCH FOR THEIR TASTE IN CLOTHES.

...BUT THEN, THIS PLACE DOES SEEM TO HAVE A VERY STRICT DRESS CODE!

SO FAR, SO GOOD! NO ONE'S NOTICED ME--BUT I'D BETTER SHAKE A LEG!

WE DON'T KNOW HOW MUCH TIME CAP'S GOT LEFT!

THERE--THAT LOOKS LIKE THE DOOR TO THE MAIN ROOM!

CRIPES.

IT'S INCREDIBLE! ALL THESE TROOPS--AND HEAVY-DUTY MACHINERY--AND THIS PLACE LOOKS LIKE AN ULTRA-SCIENTIFIC...

PLANT NURSERY!

THEY'VE EVEN GOT AN A.I.M. TECHNO HERE--SO IT'S ODDS-ON THAT ADVANCED IDEA MECHANICS HAS A FINGER IN THE PIE! WELL, IF THIS IS THE NURSERY, THAT NEXT CHAMBER MUST BE THE--

--GREENHOUSE.

WOW. I'VE NEVER SEEN SO MANY DIFFERENT FLOWERS! AND THOUGH THEY ALL RESEMBLE FAMILIAR BLOSSOMS--THEY'RE EACH SUBTLY... DIFFERENT.

--AND OVER THERE--THAT'S--

"--THE PLANTMAN!

THERE WE GO, MY PET!

YOU REALLY LOVE THIS STOLEN GOVERNMENT NUTRIENT, DON'T YOU?

JUST AS I LOVE THE POWER THAT YOU WILL HELP BESTOW UPON ME! ALL MY LIFE, I'VE BEEN A SECOND-STRINGER--

--FORCED TO WORK WITH BUNGLERS AND INCOMPETENTS, ALWAYS THE PAID LACKEY OF OTHER MEN--

--I, THE PLANTMAN-- MASTER OF BOTANY, AND ALL THAT GROWS IN THE EARTH!

I HAVE ONLY NEEDED TO WIDEN MY HORIZONS--

--AND NOW MY TIME HAS COME! WITH FINANCIAL ASSISTANCE FROM A.I.M., AND THE STOLEN EXPERIMENTAL GROWTH-AIDS-- I HAVE CREATED THE MOST LETHAL ARMY ON EARTH!

LETHAL-- YET BEAUTIFUL!

AH-- MY STRANGLER VINE!

IT CAN BREAK EVERY BONE IN THE HUMAN BODY IN THE SPACE OF BUT TWO HEARTBEATS!

OR MY BLACK ORCHID, THAT FIRES DART-LIKE PROJECTILES--

LADEN WITH EVRYTHING FROM THE NARCOTIC TO THE PSYCHOTROPIC!

ALL COMMANDED BY BOTH MY PLANT-GUN-- AND MY OWN MIND!

AND HERE IS MY FINEST CREATION-- MY MOST BELOVED PET--

--PRETTY POISON!

IN APPEARANCE, A CLUSTER OF PASTEL POWDER-GLOBES-- BUT IN REALITY-- IT INDUCES COMA AND THEN-- DEATH!

I FIELD-TESTED IT ON THE HATED CAPTAIN AMERICA--

"--AND HE'LL BE DEAD WITHIN THE HOUR! HAH! HAH! HAH!"

OH, SWELL,--THERE'S EVEN LESS TIME THAN WE THOUGHT!

IF I DON'T GET THAT ANTITOXIN NOW, CAP'S A GONER!

WHAT'S UP?

WELL, HERE GOES...

I'M LOOKING FOR LOUIE. YOU LOUIE?

LOUIE? I'M ARNIE.

OH, THAT'S OKAY--

--I'M LOOKING FOR ARNIE, TOO!

POK!

AURGHH!

NOW FOR STEP TWO...

HEY, BOSS, YOU GOTTA COME QUICK-- ARNIE MUSTA' ACCIDENTALLY TOUCHED THAT "PRETTY POISON"-- HE'S OUT COLD!

THE BLITHERING IDIOT!

SHALL I SEE TO IT, SIR?

NO... NEVER MIND. I OUGHT TO LET THE FOOL DIE--BUT I'VE WANTED AN OPPORTUNITY TO TEST THE ANTI-TOXIN, ANYWAY!

THIS IS IT--

--AND HERE IS THE ANTI-TOXIN!

STEP RIGHT AROUND THAT CORNER, SIR--

I KNOW THE WAY, DOLT.

NOW WALL-CRAWLER!

WHO--?

OKAY,-- I'VE GOT THE ANTI-TOXIN!-

SPIDER-MAN-- AND THE FALCON!? BUT HOW--?

PZEWSH!

IT WASN'T EASY-- BELIEVE ME!

HERE COME THE TROOPS, SPIDEY!

AND IN THIS ENCLOSED SPACE, WE'RE SITTING DUCKS--

-- SO LET'S HEAD FOR THE GREEN-HOUSE!

BY THE WAY, YOUR ENTRANCE WAS REALLY DE-LUXE! YOU SURE CAUGHT PLANTY NAPPIN'.

I HAD THE SHIELD CHOPPER-JOCKEY COME IN UNDER THE RADAR-- AND I GLIDED THE REST OF THE WAY!

HURRY-- KEEP THEM MOVING TOWARD THE GREEN-HOUSE!

THE FOOLS! ONCE INSIDE THERE, I CAN KILL THEM IN ANY OF A DOZEN WAYS!

WE'VE GOT TO HUSTLE-- CAUSE CAP'S GOT LESS THAN AN HOUR!

WELL, IN THAT CASE...

"...I'D BETTER CALL IN REINFORCEMENTS!"

SKREE SKREE

PATHETIC *INSECT!* THE MAN YOU NOW FACE IS NOT THE *PLANT-MAN* YOU REMEMBER-- BUT A *GENIUS* WHOSE VAST POTENTIAL HAS FINALLY BEEN *REALIZED!* I HAVE MERELY *BEGUN* TO TASTE THE SWEET NECTAR OF *SUCCESS.* SO...

ZOOSH!

...*KILL,* MY PRETTY!

OH *GREAT*-- I'M RIGHT IN FRONT OF HIS *STRANGLER VINES!*

THE VINES TIGHTEN ON COMMAND, CONSTRICTING AROUND THE WEB-SLINGER, SQUEEZING THE AIR FROM HIS LUNGS...

SPIDEY!

NO... TIME... TAKE *ANTI-TOX* IN... GET OUT... GASP

I'LL TAKE THE *ANTIDOTE,* ALL RIGHT-- BUT WE'RE SPLITTIN' FROM THIS NUT HOUSE *TOGETHER!*

QUITE SO-- HOWEVER YOUR MANNER OF DEPARTURE WILL BE IN A *PINE BOX!* BLACK ORCHIDS-- *DISENGAGE!*

SFFT! *S-FFT!* *S-FWOO!* *SF-FT!* *SF-TT!*

THE FALCON'S WINGS WERE CONSTRUCTED BY *T'CHALLA*-- HE WHO IS KNOWN AS THE *BLACK PANTHER*-- IN THE TECHNOLOGICAL SUPER-NATION OF *WAKANDA!* THEY WERE DESIGNED TO BE FUNCTIONAL.

SVINK!! *TIK!* *PING* *TING!* *PTIK*

THIS TIME THE FALCON KNOWS HE WILL NEVER BE ABLE TO THANK T'CHALLA ENOUGH!

I GOT TO GET OVER TO THE WEB-SLINGER-- AND QUICK!

YOUR WINGS MAY PROTECT YOU AGAINST THE ORCHID, BUT THEY'LL BE NO USE AGAINST MY PLANT GAS!

KEEPS GETTING...TIGHTER... GOT TO...DO SOMETHING...

MAYBE IF I...

...HOOK MY...WEBBING TO THAT PLANT BASE... AND THEN...

NOTHING! THESE CARTRIDGES ARE OUT OF WEB FLUID! BUT MAYBE... IF I CAN STAY... CONSCIOUS...

THERE! WAS... ENOUGH WEBBING... FOR ME TO SNAG... THAT ROOT...

...AND PULL!

BARELY CONSCIOUS... MUST... PUT IT ALL INTO ONE... LAST EFFORT...

GOT TO SWING UP, ABOVE THAT GAS--

NOW, IF I CAN JUST GET ONE OF TURKEYS TO TAKE A *POT SHOT*--

--IT'LL GIVE *REDWING* A WAY TO GET INSIDE!

BRING 'IM *DOWN!*

BLAM!

PERFECT, M'MAN. YOU PUT THAT *HOLE* JUST WHERE I *NEEDED* IT!

I THANK YOU.

BROTHER *REDWING* THANKS YOU...

AND--*OOMPH!*--EVEN YOUR FRIENDLY NEIGHBOR-HOOD *SPIDERMAN'S* GOTTA STICK HIS 2¢ IN!

IN FACT--

--I'VE GOT A *GUN* STICKING IN MY FACE.

SKAWW!

WHAT? THAT DAMNED BIRD'S GOT MY GUN!

BUT DON'T *WORRY*, WALL-CRAWLER--

--I CAN STILL CONTROL THE PLANTS WITH MY *MIND!*

EVEN WHEN YOU'RE *ASLEEP?*

DIDN'T *THINK* SO.

OOF!

HEY, GUYS-- WHAT'S THE RUSH? I HEAR THEY'RE SHOWING "DAY OF THE TRIFFIDS" IN THE MAIN BALLROOM!

WHOOF!

IT IS ALL SOON OVER.

THEN...

THANKS, BROTHER.

I MEAN IT.

"NOW LET'S GET THIS STUFF TO CAP!"

WELL, FALC, THAT'S ONE MORE I OWE YOU!

IT'S ONE YA OWE THIS SO-CALLED CRIMINAL WALL-CRAWLER, TOO CAP!

HEY, NO FOOLIN'-- IF IT WASN'T FOR SPIDEY--

WE NEVER WOULD'VE GOTTEN THAT ANTI-TOXIN!

AWW, C'MON, GUYS-- I'M BLUSHING UNDER THIS MASK!

WELL, YA' DID A GOOD JOB, WEB-SPINNER-- AND THAT'S WHAT'S SO BLAMED GREAT ABOUT THIS HERE COUNTRY!

HUH--?

EVEN YOU PUBLIC MENACES CAN OCCASIONALLY HELP OUT US GOOD GUYS

TAKE CARE, KID.

SURE-- AFTER ALL, I'VE GOT A PUBLIC TO MENACE. S'LONG, FURY, SEE YA' IN THE FUNNY PAPERS.

NEXT MONTH: SPIDEY & DAREDEVIL TEAM AGAINST--THE OWL!

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FEATURING

SPIDER-MAN® AND IRON MAN

CRACK OF THE WHIP!

BYRNE/LAYTON

Stan Lee presents: SPIDEY and IRON MAN--TOGETHER!™

BILL MANTLO GUEST-WRITER * JIM MOONEY GUEST-ARTIST * IRV WATANABE LETTERER * FRANCOISE MOULY COLORIST * BOB HALL EDITOR * JIM SHOOTER EDITOR-IN-CHIEF

CRACK OF THE WHIP!

NIGHT... WHEN THE SLUGS CRAWL OUT OF HIDING TO PLUNDER A SLEEPING CITY!

BUT THESE SLUGS HAVE LEFT A SLIMY TRAIL FROM PREVIOUS ROBBERIES --A TRAIL THAT'S BEEN FOLLOWED BY...

THAT SIGNAL--! IT'S SPIDER-MAN!

THAT'S THE NAME, BOYS! NOW, SINCE NONE OF YOU ARE THE RIGHT FIT FOR THOSE STOLEN FURS--

--WHAT DO YOU SAY TO PUTTING THEM **BACK** IN THE **WAREHOUSE** YOU **TOOK** THEM FROM...AND SAVING ME AND THE **POLICE** THE TROUBLE?!

W-WHAT DO WE DO **NOW**?!

WE **DEAL** WITH HIM--

--WITH THESE **MERCY GUNS** THE **BOSS** SUPPLIED US WITH! THE **DRUGGED BULLETS'LL** PUT HIM AWAY FOR **HOURS!**

I'M NOT GOING TO BE PUT **ANYWHERE,** GOGGLES--

--BUT **YOU** ARE! IN A NICE COZY--

--**JAIL CELL!**

=UNNHH=

=WUNNFF=

SWOK!

AH, **MUSIC** TO MY **EARS!**

H-HEY! HE'S GETTIN' **AWAY** WITH OUR **LOOT!** THE **BUGLE'S** RIGHT!

SPIDER-MAN'S A **CRIMINAL...** JUST LIKE **US!**

PERISH THE **THOUGHT!**

EVEN IF I **WERE** TO GO **CROOKED,** I STILL WOULDN'T BE ANYTHING LIKE **YOU!**

HE--HE'S THROWIN' THE **FURS...**

...RIGHT AT US!

YOU SEE, THERE'S A FUNDAMENTAL **DIF-FERENCE** BETWEEN YOU BOZOS AND **ME!**

YOU CLOWNS ARE **LOSERS** FROM THE WORD **GO--**

WOK

WHUKK

--WHILE **I** ALWAYS PLAY TO **WIN!!**

SKATOW!

SUDDENLY...

BRUDDA-BRUDDA-BTOW!

SPIDER-SENSE TINGLING...!

TOO LATE! THERE WAS A **MACHINE-GUN TURRET** ATOP THEIR **GETAWAY VAN!**

I'M HIT!!

THE GELATIN-ENCASED **MERCY BULLETS** SHATTER UPON PENETRATING SPIDER-MAN'S **FLESH**...

...SENDING A **NERVE DRUG** DIRECTLY INTO HIS BLOODSTREAM!

BRATTA-TAT-TAT!

A DRUG WHICH BEGINS TO TAKE **EFFECT** EVEN AS HE DIVES **BE-NEATH** THE LINE OF FIRE--

--AND **UNDER** THE HEAVILY-ARMORED VAN!

G-GETTING **WEAK** FAST! STARTING TO **BLACK OUT!**

J-JUST ENOUGH **STRENGTH** LEFT TO DO--

RAGE

--THIS!

THE CHATTERING OF THE MERCY-BULLETED MACHINE GUN GOES SUDDENLY SILENT WITH A LOUD AND FINAL...

SKRUNCH

BUT THAT'S COLD COMFORT FOR OUR DAZED AND CONFUSED WEB-SLINGER!

THE DRUG'S GETTING TO HIM!

HE'S OUT ON HIS FEET!

H-HE'S... RIGHT--

--BUT I'VE GOT TO... STOP... THEM!

C-CAN'T LET THEM ...GET... AWAY!

IT'S THEN THAT THE WALL-CRAWLER'S SPIDER-SENSE ALERTS HIM TO THE FACT THAT HE MAY NOT HAVE ANY SAY IN THE MATTER...

FWIP!

W-WHAT--?!

YEEAARGHH!!

TZRAM!

U-UNHH...!

NO SAY AT ALL!

C'YCO!

RAIDERS XXX

GREETINGS, WEB-SLINGER! THE NAME'S... WHIPLASH!

I DON'T THINK WE'VE EVER MET!

AND I DON'T THINK WE EVER WILL AGAIN!!

ILESIA.

COME ON, WHIPLASH! FINISH HIM AND LET'S GET OUT OF HERE!

YOU ARE SPEAKING TO AN ARTIST, SLUG! A MASTER OF THE MULTI-POWERED LASH!

I WILL DO WHAT MUST BE DONE...WHEN THE PROPER MOMENT IS AT HAND!

DESTROYING ONE'S NEMESIS MUST BE AN ACT OF INSPIRATION!

THEN GET INSPIRED FAST--HERE COME THE COPS!

WHREEEEEEEEE

IT SEEMS THE SPIRIT OF ART HAS SEEN FIT TO SPARE YOU, SPIDER-MAN, FOR IF I KILL YOU I'LL DELAY OUR GETAWAY!

BUT I'VE LEFT MY MARK UPON YOU! INTERFERE AGAIN, HERO--

--AND I'LL CUT YOU TO THE BONE!

GOT TO GET MY... SPIDER-TRACER ON-TO HIS BACK! G-GOT TO...

HIS DESPERATE TOSS IS THE LAST ACT HIS DRUG-BENUMBED BODY IS CAPABLE OF PERFORMING BEFORE...

McMURTY, L-LOOK WHO IT IS!

SAINTS PRESERVE US! WE'VE CAUGHT SPIDER-MAN!!

...OH, WOW!

AND, A **LONG** SOMETIME LATER...

SPDRMN--CN U HR ME? **SPIDER-MAN!** CAN YOU...?

L-LOUD AND **CLEAR,** CAPTAIN!* AND **IRON MAN**-- WHERE...?

IN A **POLICE LAB!** WELCOME BACK TO THE **LAND** OF THE **LIVING,** WEB-HEAD!

THE **DOCS** PULLED YOU THROUGH!

*CAPTAIN JEAN DEWOLFF WAS LAST SEEN IN **MTU** #66--B.

POLICE DOCS?! MY **MASK!** DID THEY...?

YOUR **SECRET** IS **SAFE,** SPIDER-MAN! CAPTAIN DEWOLFF **SAW** TO THAT!

I **OWE** YOU FOR THAT, LADY...AND FOR SAVING MY **LIFE,** I GUESS!

DARN **RIGHT!** WITH ALL THE DRUG-LOADED **SLUGS** THAT RAKED YOUR BACK YOU'RE LUCKY TO BE **ALIVE!**

WELL, MAYBE **NOT** SO LUCKY, WITH WHAT **TAILORS** CHARGE THESE DAYS!

I'M GONNA PUT **THIS** ON WHIPLASH'S **BILL!**

WHIPLASH! THAT EXPLAINS WHY YOU SUMMONED **ME** IN ON THIS **CASE,** JEAN!

IF MY OLD FOE IS BACK WORKING AS A **PAID ASSASSIN**--*

*SEE **TALES** OF **SUSPENSE** #'S 97-99 --JIM.

--THEN SO IS THE **ORGANIZATION** HE USED TO WORK **FOR** ...THE **MAGGIA!**

THE OMINOUS CONNOTATIONS OF THAT FEARSOME **NAME** BRINGS AN OPPRESSIVE **SILENCE** DOWN UPON THOSE ASSEMBLED AT POLICE HEADQUARTERS!

WHILE, MANY MILES AWAY, ARRIVING AT A STATELY **MANSION** ON THE NEW JERSEY PALISADES...

IT'S A GOOD THING YOU WERE **WAITING** IN THE BACK-UP VAN, WHIPLASH!

SPIDER-MAN ALMOST **NAILED** US!

STILL, WE LOST **HALF** THE **HAUL!** THE MAGGIA DOESN'T LIKE EVEN **PARTIAL** FAILURE! CONTINUE UNLOADING--

--WHILE I REPORT TO OUR **SECTION LEADER**...MY SUPPOSED **SUPERIOR!**

BUT ASCENDANCY IN THE **MAGGIA** IS BASED ON **ABILITY**... **RUTHLESSNESS!**

SOON I'LL BE **GIVING** ORDERS INSTEAD OF **TAKING** THEM!

AND, IN A SPLENDOROUS STUDY...

YOU **FAILED** TO **KILL** SPIDER-MAN, WHIPLASH!

WHY?!

Y-YOU **KNOW**, ALREADY?! B-BUT, **HOW--?**

THERE IS **LITTLE** THAT GOES ON IN WHAT PASSES FOR YOUR **MIND** THAT I **DON'T** KNOW! YOU HAD AN **ENEMY** IN YOUR HANDS--

--AND YOU LET HIM **LIVE** TO SATISFY YOUR OWN **VANITY!**

YOU MAY BE HOT STUFF WHEN IT COMES TO **GUESSING GAMES**, SECTION LEADER--AND YOU **MAY** BE MY SUPERIOR... FOR **NOW--**

--BUT WHEN I **REJOINED** THE MAGGIA I MADE IT CLEAR THAT I INTENDED TO DO THINGS **MY** WAY!

UNLESS YOU'D CARE TO **ARGUE** THE POINT...?

KERAK!

I COULD **DROP** YOU WHERE YOU **STAND** WITH BUT A... **EH?**

BREEEE

THAT'S THE FRONT GATE **ALARM!** BUT WHAT--?!

MERELY **FURTHER** PROOF OF YOUR INCAPACITY TO TAKE **MY** PLACE, WHIPLASH!

THE **MONITOR** REVEALS THAT YOU HAVE ALLOWED YOURSELF TO BE **FOLLOWED,** YOU IDIOT!

YET **HERE** IS YOUR CHANCE TO **CORRECT** YOUR PREVIOUS MISTAKE!

LURE THEM IN!

KILL THEM!

AND REAP THE **REWARDS** THE MAGGIA OFFERS FOR **RUTHLESSNESS!**

WHILE, OUTSIDE...

YOUR **HELMET RADIO** TUNED RIGHT IN ON THE **SIGNAL** FROM MY **SPIDER-TRACER,** SHELL-HEAD!

ONCE **YOU** TOLD ME WHAT **FREQUENCY** TO LISTEN FOR, WEB-SLINGER!

IF YOU TWO ARE DONE **PATTIN'** EACH OTHER ON THE **BACK--**

--HOW ABOUT ANSWERIN': **WHAT** DO WE **DO** FROM HERE?

SINCE **NEW JERSEY** ISN'T IN **YOUR** JURISDICTION, CAPTAIN--

--**YOU** STAY **HERE** WHILE IRON MAN AND I HIT 'EM FROM **BOTH SIDES** AT **ONCE!**

*BUT, ONCE JEAN DEWOLFF FINDS HERSELF **ALONE...***

SORRY, WALL-CRAWLER... BUT THERE WERE **SOME** REPORTS ON RECENT **MAGGIA** ACTIVITY THAT I DIDN'T **SHOW** YOU!

I'VE GOT A **PERSONAL INTEREST** IN THIS CASE!

WHILE ABOVE...

THAT OPEN WINDOW! THE SPIDER-TRACER'S SIGNAL IS COMING FROM THERE--

--SO THAT'S WHERE I'LL FIND WHIPLASH--

--AND FIND OUT WHO'S BEHIND THE MAGGIA THIS TIME--

--AND WHETHER THEY MEAN ANY HARM TO THE WOMAN I LOVE!*

*WHITNEY FROST/ MADAME MASQUE--A FOMER MAGGIA CHIEFTAINESS. SEE CURRENT ISSUES OF IRON MAN --BOB.

BUT, AS THE CRIMSON AND GOLD AVENGER SOARS THROUGH THE OPEN PORTAL...

A TRAP! STEEL SHUTTERS DROPPING BEHIND ME!

SKLANG!

WELCOME TO THE MURDER-MAZE, IRON MAN!

WHIPLASH! HIS VOICE AND IMAGE ALL AROUND ME! BUT... WHICH ONE IS REAL ?!?

MAYBE ALL ARE REAL, AVENGER! BUT THAT'S FOR ME TO KNOW--

--AND FOR YOU TO FIND OUT--

--BEFORE YOUR VERY ARMOR IS FLAILED FROM YOUR CRINGING FLESH!

MULTIPLE WHIPS STRIKING OUT AT ME FROM ALL DIRECTIONS-- BITING INTO MY ARMOR!

I'VE GOT TO RELY ON MY CYBER-COMPUTER TO TUNE OUT THE FALSE IMAGES--

--AND GUIDE MY HAND TO THE REAL LASH!

I DID IT! I CAUGHT HIS WHIP!

NOW TO YANK THE REAL WHIP-LASH OUT INTO THE OPEN!

SKRAASH!

ALL RIGHT, SCUM-- YOU'RE WORKING FOR SOMEBODY! WHO IS HE...AND WHERE DO I FIND HIM?

RIGHT IN THIS HOUSE, IRON MAN...ENTERTAINING SPIDER-MAN--

--AND THE LADY COP!

BUT YOU'VE GOTTA GET PAST ME TO REACH HIM ...AND THAT JUST AIN'T POSSIBLE!

KLIK

ZZZZZ

MEANWHILE, IN ANOTHER CORRIDOR WITHIN THE SPRAWLING MANSION...

SHELLHEAD'S NOT THE ONLY ONE WHO'S TRADED BLOWS WITH THE MAGGIA ...SO HAVE I! *

IF THEY'RE STILL AS MURDEROUS AND UNPREDICTABLE AS BEFORE-- THIS WON'T BE ANY PICNIC!

*SEE AMAZING SPIDER-MAN # 73-75 -- BOB.

SUDDENLY...

HOLY SMOKES! POISONOUS SPIDERS MATERIALIZING OUT OF THIN AIR...CRAWLING ALL OVER ME--

--BITING ME... INJECTING ME WITH THEIR VENOM! C-CAN'T MAINTAIN MY G-GRIP ON THE CEILING...

E-FALLINNGG...

E-EVERYTHING'S **SPINNING!** EVEN THE **FLOOR** SEEMS TO BE **M-MOVING** UNDER ME!

G-GOOD LORD! IT--IT **IS** MOVING! IT'S BECOME A HUGE **SERPENT**...

...TWINING ABOUT ME-- FANGS DRIPPING...

...THAT'S **IT! VENOM** ...**DRUG!** THE **STINGS** I FELT WHEN THE **"SPIDERS"** BIT ME MUST HAVE BEEN DRUGGED **DARTS**--

--MEANT TO WEAKEN MY **WILLPOWER** SO I'D BE MORE **SUSCEPTIBLE** TO THE **MENTAL CONTROL**--

--OF **BRIAN DEWOLFF**.. THE **WRAITH!** *

YOUR WILL TO **LIVE** IS AS **STRONG** AS EVER, SPIDER-MAN... BUT IT WON'T **SAVE** YOU!

THAT'S WHAT **I'M** HERE FOR, DEAR BROTHER!

*REMEMBER **MTU** #'S **49-52?**--B.

AH, **JEAN!** YOU SHIELDED YOUR **MIND** FROM MINE MOST EFFECTIVELY, **LITTLE SISTER!** IT'S A **PITY** THAT IT WILL GAIN YOU **NOTHING!**

LOOK INTO MY **EYES!**

EYES...I-INSIDE MY **MIND**... TELLING ME W-WHAT TO **DO!** I--I CAN'T **RESIST!**

NOW, JEAN--THE **TRIGGER!** PULL THE...

DEWOLFF-- **STOP IT!** SHE'S YOUR OWN **SISTER!!**

WITH BUT A **THOUGHT** THE MAN CALLED **WRAITH** HURLS SPIDER-MAN **AWAY!**

IS THE FLOOR **REALLY** TOSSING HIM BACK? OR ARE HIS OWN **MUSCLES** SPASMING TO THE **MENTAL COMMAND** OF AN INTRUDING **MIND**--

--THAT **LIFTS** AND **CARRIES** THE WEB-SLINGER THROUGH A **WALL** AT THE END OF THE CORRIDOR, IN TIME TO **SEE...?**

WHIPLASH... AND **IRON MAN?!**

WTRAM!

=UNHHH= WHAT IN **BLAZES--?!**

THE **CAVALRY,** ASSASSIN... NOT THAT I **NEEDED** MUCH HELP--

--TO SHOW THE **CONTEMPT** I FEEL FOR **YOU** AND YOUR LUDICROUS **LASH!**

KAPOW

WHIPLASH, YOU FOOL! LOOK OUT!

W-WHAT'S **HAPPENING?** WHAT AM I DOING WITH MY **GUN...?!**

OH LORD...NOW I REMEMBER! YOU WANTED ME TO SHOOT MYSELF, BRIAN!

YOU WOULD HAVE KILLED YOUR OWN SISTER!

YOU SHOULDN'T HAVE COME AFTER ME WHEN I DISAPPEARED, JEAN! I WARNED YOU...!

YEAH-- BUT SHE DID COME AFTER YOU, WRAITH--

--AN' SHE'LL MAKE ONE HEL-LUVA HOSTAGE...FORCIN' THE HEROES TO GIVE US SAFE PASSAGE OUT OF HERE!

BRIAN, YOU CAN'T LISTEN TO HIM! YOU'RE NOT EVIL!

IT'S THE MIND-POWER! IT'S UNBALANCED YOU...LIKE THE DOC-TORS SAID IT MIGHT!

SLAP

YOU'VE GOT TO FIGHT IT, BRIAN!

BECAUSE, IF YOU DON'T, IT WILL OWN YOU... BODY AND SOUL!

THEN YOU WON'T BE MY BROTHER ANYMORE!

YOU'LL BE JUST ANOTHER CRIMINAL THAT I'LL HAVE TO BRING TO JUSTICE!

M-MY MASK...!

LOOK AT YOURSELF, BRIAN --AT WHAT THE MIND-FORCE HAS TURNED YOU INTO! I KNEW WHEN YOU VANISHED THAT YOU WOULD TURN TO CRIME...YOU COULDN'T RESIST THE PULL OF YOUR POWER!

THAT'S WHEN THE MAGGIA FOUND YOU--USED YOUR KNOWLEDGE AS A COP TO PLAN ROBBERIES! BUT YOU'RE NOT A CRIMINAL! YOU'RE JUST SICK...WITH A HELLISH POWER THAT'S SLOWLY DRIVING YOU MAD!

WELL, THAT SURE DOESN'T **SOUND** LIKE--

--THE TYPE OF GUY I PLAN ON TAKIN' ANY MORE **ORDERS** FROM!

U-UNHHH

SO IT'S HIGH TIME I REPORTED BACK TO **BIG M** IN PERSON...TO TELL HIM **THIS** OPERATION IS FINISHED!

GET OUT-TA MY **WAY,** HEROES! I'M **CUTTIN' OUT!**

JEAN! LOOK OUT FOR HIS **WHIP!**

KERACK!

O-OHHH...!

STROW!

WHIPLASH...YOU JUST MADE THE BIGGEST **MISTAKE** OF YOUR LOUSY **LIFE!**

AND YOU'RE GO-ING TO START **PAYING** FOR IT...**NOW!**

GO **GET** HIM, SHELLHEAD! I'VE GOT THE LADY **LAW OFFICER!**

NO, IRON MAN! LEAVE THIS SCUM TO **ME!**

YOU?! YOU'RE JUST A **WASHOUT,** PUNK! DON'T MAKE ME **LAUGH!**

I DON'T *INTEND* FOR YOU TO *LAUGH*, WHIPLASH! I PLAN ON HEARING YOU... *SCREAM!!*

E-EYES...S-STARIN' AT ME--MAKIN' MY *HEAD* SWIM! MAKIN' ME *SEE* THINGS!

M-MY *WHIP!* WHAT'S *HAPPEN-ING* TO IT? IT'S *WRITHING* IN MY HAND LIKE IT'S GOT A *LIFE* OF ITS OWN!

W-WRIGGLIN' OUTTA MY *GRASP!* CHANGIN' ITSELF INTO A--

HSSSS

SNAKE!

Y-YAAHHRRR!

SPIDER-MAN ...IRON MAN-- *H-HELP!*

D-DON'T LET IT *G-GET* ME!

G-GET IT *OFF* ME...

...PLEASE?

GET **WHAT** OFF OF HIM? THERE'S **NOTHING** THERE!

YES, THERE **IS,** SPIDER-MAN... BUT IT'S ALL IN HIS FILTHY, **TWISTED** MIND!

HE'S CAUGHT IN THE **COILS** OF HIS OWN **CRIMINALITY!**

I'D RATHER NOT EVEN **IMAGINE** WHAT'S GOING ON INSIDE OF **WHIPLASH** NOW...!

LATER, WHEN THE NEW JERSEY STATE POLICE HAVE BEEN SUMMONED...

WE'VE BEEN LOOKIN' FOR **THIS** OUTFIT FOR A **LONG** TIME!

COME ON **OUT** WITH YOUR HANDS **UP,** BOYS! YOU'RE GOIN' BACK HOME TO **JAIL!**

I KNEW WE SHOULDA GOT **OUT** WHILE THEY WAS **FIGHTIN'!**

I DON'T KNOW WHAT GOT INTO **THIS ONE,** THOUGH! HE JUST **STARES** AND MUMBLES ABOUT SEEING...

SNAKES! GET 'EM **OFF** ME! **SNAKES!**

THE **MAGGIA** WON'T BE USING **HIM** FOR AWHILE!

AND THEY'LL NEVER GET THEIR FILTHY HANDS ON **YOU** AGAIN, BRIAN!

BUT, **PROMISE** ME THAT YOU WON'T EVER USE YOUR **MIND-FORCE** AGAIN! YOU CAN'T **HANDLE** IT... NO ONE CAN! I--I **KNOW!**

JUST THE HALLUCINATION **I** EXPERIENCED WHEN YOU TAUGHT ME HOW TO SHUT **MY** MIND TO YOURS WAS SO...SO **HORRIBLE!**

I'LL **TRY,** JEAN...I **PROMISE!**

*THUS, TWO PEOPLE WALK TO A WAITING CAR... WHILE TWO **HEROES** WONDER WHETHER **THEY** COULD EVER RENOUNCE **THEIR** POWERS AND RETURN TO **NORMALCY** SO EASILY!*

NEXT: WE PROMISED IT! YOU WAITED FOR IT! NEXT MONTH IT'S YOURS!

SPIDER-MAN & DAREDEVIL *AGAINST the* **OWL!**

MARVEL TEAM-UP™

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN®

AND

DAREDEVIL®

I FLY IN VENGEANCE!

THAT TAKES CARE OF SPIDER-MAN!

NOW, DAREDEVIL WILL DIE AT THE HANDS OF THE OWL!

pollard/

Stan Lee presents: SPIDEY and DAREDEVIL -- TOGETHER! TM

LIFE IN THE BIG APPLE GOES ON AS USUAL OUTSIDE THE DOWNTOWN STOREFRONT LAW OFFICES OF NELSON AND MURDOCK--

STOREFRONT LEGAL SERVICES

--IF, INDEED, LIFE IS EVER USUAL IN NEW YORK CITY!

BUT IT IS NOT THE MAN IN THE STREET WHO INTERESTS US AT THE MOMENT--

--RATHER, IT IS TWO PARTICULAR MEN INSIDE THE LAW OFFICE--

ATTORNEY MATT MURDOCK AND A NEW CLIENT NAMED PETER PARKER!

BUT IF YOU'RE WONDERING WHAT THE ALTER-EGOS OF DAREDEVIL AND SPIDER-MAN HAVE TO RAP ABOUT IN THEIR CIVVIES--

--YOU'LL HAVE TO WAIT--

--SINCE, RIGHT NOW, THE BLIND LAWYER'S RADAR SENSE HAS SUDDENLY BEEN ALERTED BY...

A FLUTTERING OF WINGS MOST FOUL!

OBLIVIOUS TO THE WORDS OF HIS CLIENT, MATT MURDOCK STRAINS TO HEAR MORE CLEARLY A SOUND FROM HIGH ABOVE...

...A SOUND HE THOUGHT FOREVER SILENCED -- NOW BECOME A DEAFENING REALITY...!

...THE SOUND OF THE DEADLY, WHIRRING BLADES OF A HELICOPTER OWNED BY--

THE OWL!

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NO DOUBT ABOUT IT! IT'S THE OWL'S CHOPPER PASSING OVERHEAD!

BUT HOW?! I WATCHED HIM DIE! *

IS SOMETHING WRONG, SIR?

YOU SEEM-- DISTRACTED!

* WE DID TOO IN ISH #145, RIGHT? --BOB.

WHA...?! OH, I'M SORRY! BUT PERHAPS WE CAN DISCUSS YOUR CASE ANOTHER TIME, SON.

I'VE JUST REMEMBERED AN URGENT APPOINTMENT--

--AND I'M, ER, AFRAID I'M LATE!

BUT I WANTED TO...

IT'LL HAVE TO KEEP! DROP BY TOMORROW!

I REALLY HAVE TO GO!

OKAY! CAN'T COMPLAIN WHEN THE SERVICE IS FREE... I GUESS!

BUT I CAN SURE WONDER HOW A BLIND MAN CAN SPLIT SO FAST WITHOUT FALLING ALL OVER EVERYTHING IN SIGHT!

HOWEVER, WHILE A PUZZLED PETER PARKER IS LEFT TO PONDER...

NICE GOING, COUNSELLOR! YOU'RE SITTING RIGHT ACROSS FROM A GUY WHO YOUR SUPER-SENSES TELL YOU IS SPIDER-MAN! WHO ELSE COULD HAVE A HEARTBEAT THAT STRONG?

WHY DID YOU BLOW YOUR COOL AND MAKE AN EXIT LIKE BRUCE JENNER RUNNING THE DECATHALON?

HE'S BOUND TO HAVE NOTICED THAT WAS ONE FANCY SPRINT FOR A BLIND MAN!

I DIDN'T EVEN GET HIS NAME!

BUT THEN, MAYBE I REALLY DIDN'T WANT TO KNOW!

WELL, I CAN SEARCH MY SOUL LATER!

RIGHT NOW, I'D BETTER DO SOME BILLY-CLUB SWINGING--

THWIT!

--AND CONCENTRATE ON SEARCHING FOR THE OWL!!

AND, SPEAKING OF THE LONG-STANDING NEMESIS OF THE MAN WITHOUT FEAR--

YES-- I'VE MADE THE RIGHT DECISION--

--LET US SHIFT OUR ATTENTION TO THE JERSEY PALISADES AND THE HIDDEN LAIR OF THE OWL...

--NO MATTER WHAT PROFESSOR KERWIN SAYS!*

I'VE NEVER FELT BETTER! THERE'S NO NEED FOR ME TO CONVALESCE ANOTHER THREE DAYS AS THE PROFESSOR RECOMMENDED!

I'VE WAITED LONG ENOUGH! THE TIME TO STRIKE IS NOW!

*PROF. KERWIN APPEARED IN D.D.#144 & #145 --BOB.

FOR MONTHS I'VE LAIN COOPED UP AND INACTIVE --RECUPERATING FROM MY LAST ENCOUNTER WITH DAREDEVIL!*

--NO! DON'T LET GO OF THE 'COPTER!

BY NOW, HE DOUBTLESS THINKS ME DEAD-- THE SELF-CENTERED FOOL!

*IF YOU GUESSED ISH #145 AGAIN, GIVE A HOOT FOR YOURSELF! --BOB

"I'D HAVE DEFEATED HIM IN THAT PREVIOUS ENCOUNTER, HAD I NOT PUT MY TRUST IN THAT TRAITOR, DR. PETROVIC!

THE DOCTOR SABOTAGED YOUR FLYING DEVICE!

WHA--I-I'M FALLING! AIE-EE-EE! HELP ME!

"NEVER HAVE I FELT MORE HELPLESS! MY BRACED LEGS CRASHED THROUGH THE ICE AND INTO THE FRIGID, BLACK WATER...

DAREDEVIL! PLEASE! HELP--

FALLING!

BRAKK!

"NEVER HAVE I FELT NEARER THE COLD, CLUTCHING TENTACLES OF DEATH!!"

"BUT, IT WILL TAKE MORE THAN A MERE FALL TO FINISH THE OWL!

"THE LEG BRACES PETROVIC DESIGNED BROKE MY IMPACT SOMEWHAT--

"AND AS UNCONSCIOUSNESS BEGAN TO ENVELOP ME--

"--I ACTIVATED MY ELECTRONIC SIGNAL DEVICE.

"FORTUNATELY, MY MEN WERE HOVERING NEARBY, MONITORING THE TRACER SCOPE--

HEY! IT'S THE BOSS' SIGNAL!

YEAH-- AND COMIN' FROM THE MIDDLE OF THE RIVER! WE BETTER MOVE IT! HE MIGHT BE IN BIG TROUBLE!

"AS INDEED I WAS! BUT, WITHIN ONLY SECONDS--

"--MY TWENTY-FOUR-HOUR RESCUE UNIT WAS ON THE SCENE, AND MY LIFE WAS SPARED--

YOU'RE TELLIN' ME! AND WE GOTTA GET TO 'IM IN TIME!

ACCORDIN' TO THE SCOPE, THE BOSS IS DOWN THERE.

HE WON'T LAST LONG IN WATER THAT COLD!

YEAH, WE AIN'T BEEN PAID YET THIS MONTH!

"MERCENARY THOUGH THEY MAY BE, MY MEN ARE NONETHELESS EFFICIENT!

"THUS, WITH THE HELP OF MY INGENIOUS DEVICE THEY DISCOVERED ME FLOATING UNCONSCIOUS, ONLY SECONDS AWAY FROM DEATH BY DROWNING OR FREEZING!

"THEN, USING A SPARE OXYGEN TANK FOR ME, THEY RUSHED MY NEAR LIFELESS FORM TO THE SURFACE--

HURRY UP AND GET 'IM ABOARD! HE'S JUST ABOUT TO CASH IN!

LET'S GET 'IM BACK TO THE BASE!

"BUT MY NERVOUS SYSTEM HAD ALREADY BEEN DAMAGED BY LACK OF OXYGEN--! HOURS LATER MY MEN KIDNAPPED THE ONLY MAN WHO COULD SAVE ME-- PROFESSOR KERWIN FROM THE NEUROLOGICAL RESEARCH CENTER.

THE REST WAS RATHER *SIMPLE!* MY LOYAL SERVANTS *PERSUADED* THE GOOD PROFESSOR TO PERFORM THE NECESSARY FUNCTIONS TO PRESERVE MY *LIFE*--

--AFTER WHICH THEY RETURNED ME *HERE*, HERE TO THE SAFETY AND SOLITUDE OF *LAIR*--

--FOR ME TO *RE-COVER* AND PLOT MY *REVENGE!*

AND NOW, I MUST SEE HOW THE FIRST STEP OF THAT REVENGE IS *PROCEEDING*--

--VIA MY CLOSED-CIRCUIT *VIDEO-SCANNER*, THE PICTURE TRANSMITTED *DIRECTLY* TO ME VIA-MINI-CAMERAS CONCEALED WITHIN MY MEN'S *UNIFORMS!*

WHAT *BETTER* WAY TO LURE *DAREDEVIL* INTO MY CLUTCHES THAN BY STAGING AN *ASTOUNDING* ROBBERY OF ONE OF THE STORES IN THE *DIAMOND DISTRICT?!*

HOWEVER, AT THAT VERY MOMENT, ONLY A FEW BLOCK FROM THE ROBBERY SCENE--

ANOTHER TYPICAL *ZERO DAY!*

I CAN'T EVEN MANAGE TO TALK TO A *LAWYER* ABOUT PROVIDING FOR *AUNT MAY* IN CASE SOMETHING SHOULD EVER HAPPEN...

AH, WELL... ENOUGH SELF-PITY! AFTER ALL--

--IT ISN'T JUST *ANYONE* WHO CAN DUCK INTO THE NEAREST RAT-INFESTED *ALLEY*--

--STASH HIS *THREADS* AND *SWING* HIS TROUBLES AWAY--

--AS YOUR FRIENDLY, NEIGHBORHOOD *SPIDER-MAN!*

I FEEL BETTER *ALREADY!*

"THIS IS JUST WHAT I NEEDED TO CLEAR AWAY THE COBWEBS."

BUT SPIDER-MAN MAY BE GETTING MORE THAN HE BARGAINED FOR...

...BECAUSE, AT THAT MOMENT, JUST AROUND THE CORNER...

STAY GLUED TO THAT FLOOR, AND NOBODY'LL GET HURT!

YA THINK MAYBE THE OWL'LL LET US KEEP THE LOOT?

I MEAN HE'S JUST USIN' THIS HEIST TO FLUSH OUT DAREDEVIL!

SHUT UP AND GET IN THE CHOPPER, STUPID--OR MAYBE YOU'D LIKE TO SEND DD A TELEGRAM!

WOULDN'T YOU KNOW IT!

TRY TO GET A LITTLE EXERCISE IN FUN CITY!

--AND YOU WIND UP TAKING ON A JACK LALANNE SPA FULL OF BAD GUYS!

OH, WELL! LIKE THE FELLA IN THE BATHROOM CABINET SAYS--

-HI GUYS!

UNNNHHH!

THWIP!

WHA...? SPIDER-MAN!

OOOFFFF!

YOU WERE EXPECTING MAYBE CHARLIE'S ANGELS?

WELL, TO TELL THE TRUTH, I WOULDN'T MIND IT MYSELF IF THEY SHOWED UP--

--BUT JUST MY LUCK-- INSTEAD I GET A COUPLE OF APES LIKE YOU!

AND YOU'RE NOT ABOUT TO CATCH ME WEARING A T-SHIRT WITH YOUR PICTURES ON IT!

WE GOT 'IM! COME ON!

WHILE, SEVERAL STORIES ABOVE...

I WAS RIGHT! IT'S THE OWL'S GANG--BUT IT LOOKS AS IF SPIDER-MAN CAN HANDLE THEM!

THE QUESTION NOW IS-- SHOULD I HELP HIM! I DOUBT HE NEEDS IT--

--BUT YOU NEVER CAN TELL! EVEN SUPER-HEROES HAVE AN OFF DAY EVERY NOW AND THEN! AND--

--AS LONG AS I HAVE MY OWN *PRIVATE* WAR WITH THE *OWL*--

--I MIGHT AS WELL GET IN ON THE *ACTION*!

THOK!

WATCH YOUR *BACK*, WEB-SLINGER! HELP IS ON THE *WAY*!

DAREDEVIL! WHO INVITED *YOU*? I DON'T REMEMBER SENDING OUT ANY DISTRESS *SIGNALS*!

GUESS I'M JUST A NATURAL BORN *BOY SCOUT*!

WELL, IN CASE YOU HAVEN'T NOTICED, I'M NOT A LITTLE OLD *LADY*--

--AND I'M NOT CROSSING THE *STREET*! I CAN HANDLE MY *OWN* FIGHTS.

THWUNK!

NO WAY, FELLA! THE OWL'S *MY* PROBLEM--

--AND THAT MAKES THIS A *PERSONAL THING*! SO IF YOU DON'T *MIND*, I'LL TAKE *OVER*!

YOU TALKED *ME* INTO IT!

NO WAY I'M GONNA MIX IT UP WITH *BOTH* OF 'EM!

RUN FOR IT! MAYBE WE CAN GET *OUT* OF HERE WHILE THEY BEAT THEIR *GUMS*!

THERE WON'T *BE* ANY FIGHT UNLESS WE STOP TALKING AND *MOVE!*

COME ON, HORN-HEAD! WE CAN FINISH THE DE-BATE *LATER!*

THEY'RE NOT JUST ES-CAPING WITH *THEMSELVES,* YOU KNOW!

THEY ALSO HAVE A FORTUNE IN *DIAMONDS.*

--MAYBE I CAN NAIL 'EM WITH MY WEBBING BEFORE...

NO!

SPIDER-MAN WON'T *UNDERSTAND* THIS--BUT I CAN'T LET HIM *STOP* THEM!

HAVE TO SEE TO IT THAT THEY *ESCAPE.*

UUNNH!

ARE YOU CRAZY?! OR HAVE YOU DECIDED YOU'D RATHER *SWITCH* THAN *FIGHT*--?

CAUSE IF YOU'VE TEAMED UP WITH THE OWL, I'LL--!

COOL OFF! IF YOU'LL CALM DOWN FOR A MINUTE-- I'LL *EXPLAIN!*

THIS I'VE GOT TO *HEAR*-- AND IT'D BETTER BE *GOOD!*

RELAX! WE HAVE NO TIME TO FIGHT EACH *OTHER!*

I LET THEM ESCAPE --SO THEY'D LEAD US TO THE MAN I *REALLY* WANT!

NOW YOU CAN JOIN ME --OR STAY HERE AND SULK!

BUT I'M GOING TO *FOLLOW* THAT CHOPPER-- AND HOPE IT TAKES ME TO *THE OWL!!*

IT'S UP TO YOU --BUT I CAN'T WAIT AROUND FOR YOU TO MAKE UP YOUR *MIND!*

THEY'RE HEADING *UPTOWN*-- AND SO AM *I!*

BUT I HAVE TO *ADMIT*, THERE AREN'T MANY MEN I'D *RATHER* HAVE ON MY SIDE!

AT LEAST HE KNOWS THE ONLY *SURE WAY* TO CATCH A *CAB* IN THIS TOWN!

BUT HOW'S HE GOING TO FOLLOW A *HELICOPTER* THAT WAY?

THWIT!

FACE IT, HERO! THIS IS ALL SO *NUTTY*, YOU JUST HAVE TO SEE HOW IT *WINDS UP!*

THEN, AFTER A FRANTIC RIDE AND SWING UPTOWN--

LOOKS LIKE THIS IS WHERE I *GET OFF!* SOUND OF THE COPTER'S *FADING OUT--*

--AND I CAN'T *LOSE* IT! I *CAN'T!*

STUCK IN *RUSH HOUR* TRAFFIC, HUH? AND WITH THE *METER* RUNNING!

POINT ME IN THE RIGHT *DIRECTION*-- IF YOU *CAN*--

--AND I'LL SHOW YOU HOW TO LOSE THOSE *COMMUTER BLUES!*

I ALREADY KNOW! DON'T FORGET THAT I'M A *SWINGER*, TOO!

THE CHOPPER'S HEADING FOR *THE JERSEY PALISADES!*

GOT YOU THERE, PAL! MY WEBBING'LL SHOOT *FARTHER* THAN YOUR CABLE WILL *REACH*--

--AND BY THE *WAY*, HOW DO YOU *KNOW* WHERE THEY'RE GOING WHEN WE CAN'T EVEN *SEE* THEM?

TRUST ME, SPIDEY-- I *KNOW!*

AND, AS SPIDER-MAN AND DAREDEVIL MAKE THEIR WAY ACROSS THE SPAN AS ONLY THEY CAN--

GREAT TIMING, HEROES! THIS OUGHTTA KEEP THE TRAFFIC JAMMED UP AT LEAST ANOTHER HALF-HOUR!

LOOKIT THAT!

MAN, ETHEL WON'T EVER BELIEVE THIS!

WHILE, LESS THAN A MILE AWAY ON THE NEW JERSEY SIDE OF THE HUDSON RIVER--

--DARKNESS HIDES A SCENE FAR MORE START-LING THAN THE SIGHT OF TWO HEROES SWINGING ACROSS THE GEORGE WASHINGTON BRIDGE!

BUT, BACK ON THE BRIDGE--

ADMIT IT, HORNHEAD! WHEN IT COMES TO MAKING TIME--

--YOU HAVE TO SETTLE FOR THE SILVER MEDAL!

KEEP GOING! WE'RE CLOSING IN ON THEM!

BUT THE SOUND WAVES ARE FADING --AS IF THE COPTER'S ENGINE HAS SLOWED DOWN!

HAVE TO HURRY! PROB-ABLY MEANS THEY'RE LANDING--

--AND ONCE THAT ENGINE'S TURNED OFF-- WE'LL HAVE NO OTHER WAY TO TRACK THEM!

HOWEVER, THE MAN WITHOUT FEAR NEEDN'T WORRY ABOUT LOSING HIS PREY! FOR MO-MENTS LATER--

EXCELLENT! EVERYTHING PROCEEDS PERFECTLY, SAVE THE UNTIMELY INTRU-SION OF SPIDER-MAN!

DAREDEVIL HAS TAKEN THE BAIT-- AND I WILL MAKE CERTAIN HE SWALLOWS IT!

COPTER ONE! FLY BACK OUTSIDE THE ENTRANCE--AND HOVER THERE UNTIL DAREDEVIL HAS SIGHTED YOU!

AND, IN LESS THAN A MINUTE, THE BAIT IS INDEED TAKEN--

ODD! THE ENGINE IS LOUDER AGAIN! AND VERY NEARBY!

OKAY, LIGHTNING! WHICH WAY NOW?!

HAVE TO GET A BEARING AND GO!

IT'S THIS WAY! FOLLOW ME!

KEEP YOUR BADGE ON, OFFICER! DID YOU EVER STOP TO THINK MAYBE WE'RE UP TO SOMETHING MORE IMPORTANT THAN MAKING SURE--

--THE COMMUTERS GET A HOT DINNER?!

COME ON!

WE CAN'T TAKE A CHANCE ON LOSING THEM!

RIGHT WITH YOU! HOPE YOU DON'T MIND IF I MAKE LIKE OL' BLUEEYES AND DO IT MY WAY, THOUGH!

THEN, SEVERAL HUNDRED YARDS UP THE COAST--

THERE THEY ARE-- HOVERING UP AGAINST THE CLIFF!

I WAS RIGHT! THE OWL MUST HAVE BUILT A NEW AERIE SOMEWHERE INSIDE THE ROCK--MAYBE IN AN OLD CAVE!

OKAY, I'M CONVINCED YOU'VE DONE YOUR HOMEWORK ON THE OWL! WHAT DO WE DO NOW?!

THEY'RE GOING IN! HAVE TO GET TO THAT ENTRANCE BEFORE THEY CLOSE IT!

SAY NO MORE, PAL!

SORRY, MY WALL-CRAWLING ENEMY -- BUT I CAN'T LET YOU ENTER TOO EASILY!

CAN'T LET YOU SUSPECT A TRAP!

KLIK!

BETTER STILL, WHY NOT GET RID OF YOU--

--LEAVING ONLY DAREDEVIL TO CONTEND WITH?!

INSTANTLY A LETHAL CHARGE OF ELECTRICITY ENVELOPS THE METAL ENTRANCE PANEL!

AARRHH!

ZZZA

AT!

I SHOULD HAVE GUESSED! THE ENTRANCE WAS BOOBY-TRAPPED!

COME ON, HERO! IF YOU'RE EVER GOING TO MAKE A PERFECT TOSS--!

GOT HIM!

HAVE TO GET HIM UP QUICKLY! MIGHT NEED TO USE MOUTH-TO-MOUTH RE-SUSCITATION!

NOW IF ONLY HE WAS STRONG ENOUGH TO SURVIVE THAT SHOCK!

UNNNHHH!

HOWEVER, BY THE TIME THE TASK IS COMPLETED--

YOU ALL RIGHT, PARTNER?

I GUESS --BUT I THOUGHT THEY'D OUTLAWED SHOCK TREAT-MENT!

TELL YOU WHAT! NEXT TIME--YOU GO FIRST!

LOOKS LIKE I WON'T HAVE TO WAIT LONG! LOOK! THE ENTRANCE IS OPENING!

ACTUALLY, I CAN ONLY SENSE THE VIBRATIONS --BUT I CAN'T LET SPIDEY KNOW THAT!

WELCOME--TO THE AERIE OF THE OWL!

DO COME IN, GENTLEMEN-- PLEASE!

AND, NOT WISHING TO TURN DOWN A FRIENDLY INVITATION...

DIDN'T ANYBODY EVER TELL THAT CREEP YOU'RE SUPPOSED TO LEAVE THE PORCH LIGHT ON FOR GUESTS?!

IT DOESN'T MATTER! JUST FOLLOW THE SOUND OF MY FOOT-STEPS! I'LL TAKE THE LEAD!

OKAY! I HOPE YOUR EYES ARE A LOT BETTER THAN MINE!

SUDDENLY...

HEADS UP, DD! LOOKS LIKE OUR HOST SENT OUT THE WELCOME WAGON!

SHEESH! THE OWL OUGHT TO KEEP HIS PETS IN A CAGE!

WHAT ARE YOU TALKING ABOUT?!

MY RADAR SENSES AREN'T PICKING UP ANY KIND OF TANGIBLE MENACE!

-EVEN THOUGH HE SEEMS TO BE UNDER ATTACK!

"NO MATTER THAT YOU SURVIVED MY FIRST TRAP, SPIDER-MAN! YOU'LL NOT FARE SO WELL AGAINST THIS ONE--

--THREE-DIMENSIONAL PROJECTIONS WHICH YOU SEE--BUT CANNOT COMBAT!

THE PERFECT WEAPON WITH WHICH TO DRIVE ANY ENEMY TOTALLY, INEXORABLY MAD!!

HEY, WHAT'S GOING ON!?

GET HOLD OF YOURSELF MAN--WHAT THE DEVIL IS IT?!!

GIANT OWLS--ATTACKING FROM ALL *SIDES*--

--BUT MY FISTS --GO RIGHT *THROUGH* 'EM!

IT'S NOT *REAL!* DO YOU *HEAR* ME? IT MUST BE SOME KIND OF *TRICK PHOTOGRAPHY!*

CLOSE YOUR EYES --AND COME WITH *ME!*

I NEVER CEASE TO BE *AMAZED* AT THE *CUNNING* OF MY LONG-TIME FOE!

HE DEDUCED WHAT I WAS *DOING*-- AND MANAGED TO *SAVE* HIS MEDDLESOME *PARTNER!*

BUT THEY'VE GAINED ONLY A *TEMPORARY* REPRIEVE!

MEN! SOON MY AERIE WILL BE *INVADED* -- AND IT IS YOUR DUTY TO *PROTECT* ME!

SO *QUICKLY!* TO YOUR *AMBUSH-DEFENSE STATIONS!*

SURELY WITH THE ELEMENT OF *SURPRISE* AND YOUR FAR SUPERIOR *NUMBERS* -- YOU CAN *REPEL* THE ENEMY!

OF COURSE I KNOW *BETTER!* BUT I CAN AFFORD TO *SACRIFICE* MY *LACKEYS!*

--IN ORDER TO *WEAR DOWN* MY FOES -- AND SET THEM UP FOR THE *COUPE DE GRACE.*

FOR WHEN THE BATTLE IS *ENDED*, I PLAY MY *TRUMP!*

THEY WILL NOT BE *AWARE* THAT THE GOOD PROFESSOR KERWIN IS MY *PRISONER.*

KLIK!

-- NOR WILL THEY EXPECT ME TO STRIKE A *BARGAIN* WITH THEM-- *HIS LIFE*-- OR THEIRS!

IT'S HIM! I KNEW IT-- SOMEHOW--SOMEWAY, THE OWL IS STILL ALIVE!

HOW OBSERVANT OF YOU! OF COURSE I LIVE!

DID YOU THINK THE LIKES OF YOU COULD SNUFF OUT MY LIFE SO EASILY.

I DON'T KNOW WHAT YOU'RE TALKING ABOUT, AND I DON'T REALLY CARE! LET'S GET HIM, DD!

SOMEBODY SHOULD CLUE YOU IN, BUDDY--THIS ISN'T HALLOWEEN!

AND EVEN IF IT WAS, THE ONLY TREAT YOU'D GET WOULD BE A ONE-WAY TRIP BACK TO PRISON!

RADAR SENSES --PICKING UP MY VIBRATIONS FROM ABOVE!

LOOK OUT!

ATTACK! KILL SPIDER-MAN IF YOU CAN--

--BUT LEAVE DAREDEVIL ALIVE SO THAT THE OWL CAN DELIVER HIS DEATH BLOW!

WHUMP!

IF I'M GOING TO DIE, IT'LL HAVE TO BE YOU THAT KILLS ME, OWL!

THESE CLOWNS COULDN'T BEAT A SOGGY CHINESE DINNER!

WHERE DID YOU FELLAS GET YOUR COMBAT TRAINING--

--AT ARTHUR MURRAY'S?

WHAT THEY LACK IN SKILL, THEY JUST ABOUT MAKE UP FOR IN MANPOWER!

BETTER NOT GET OVER-CONFIDENT.

AND IN CASE YOU HAVEN'T CAUGHT ON-- THAT'S MY HUMBLE WAY OF ASKING FOR--

--HELP!

WELL WHY DIDN'T YOU JUST COME RIGHT OUT AND *SAY* SO.

PRIDE WON'T GET YOU ANYTHING BUT *KILLED!*

SORRY, CHUCKLES--

--BUT WE'VE JUST *GOT* TO EVEN THIS THING UP!

THANKS, SPIDEY, THAT WAS ALL I *NEEDED!* I THINK I CAN HANDLE THE *REST* MYSELF!

ANYTHING YOU *SAY!*

I'VE HAD *ENOUGH* OF THOSE TWO!

ME, *TOO!* I'D RATHER FACE THE OWL THAN THEM *ANY* DAY!

LET'S *SCRAM!* THE *UNEMPLOY-MENT* LINE'S GOTTA BE BETTER THAN *THIS!*

ONE MOMENT-- PLEASE!

BEFORE YOU DO ANYTHING *HASTY,* I HAVE A *SURPRISE* FOR YOU--

--A SURPRISE THAT WILL LEAVE YOU GROVELING AT MY *FEET!*

I THINK THEY GOT THE *MESSAGE!*

LOOKS THAT WAY! NOW LET'S GET ON WITH THE *MAIN EVENT!*

IF YOU DON'T *MIND,* I'LL HANDLE THAT ONE *MYSELF!*

HEY-- I KNOW THAT GUY! IT'S PROFESSOR KERWIN! I'VE READ ABOUT HIM IN THE *BUGLE!*

INDEED YOU *HAVE!* AND, AS HE'S SAVED *MY* LIFE-- HE NOW WILL TAKE YOURS!

SURRENDER TO ME, OR THE GOOD DOCTOR *DIES!*

DON'T LET HIM GET AWAY WITH IT, DARE-DEVIL! I'M NOT THAT IMPORTANT--

SILENCE!

--NO ONE IS!

ONLY ONE HOPE! HAVE TO RISK IT!

LET THESE SO-CALLED HEROES MAKE THEIR OWN DECISION!

THE PROFESSOR'S MADE IT FOR US, OWL! YOU WERE CRAZY TO THINK WE'D GIVE IN TO YOU JUST TO SAVE HIM!

HE'S NO BETTER THAN YOU ARE! HE SPARED YOUR LIFE, DIDN'T HE? DOESN'T THAT MAKE HIM AS MUCH A CRIMINAL AS YOU?

AND WHY SHOULD WE SACRIFICE OURSELVES FOR THE LIFE OF A VILLAIN?

NO! YOU'RE WRONG! I FORCED HIM TO SAVE ME-- THREATENED TO DESTROY HIS INSTITUTE

TELL HIM, PROFESSOR! TELL HIM THE TRUTH!

YOU WANT THE TRUTH, OWL? CERTAINLY!

YOU'RE ABSOLUTELY CORRECT, DARE-I AM THE OWL'S PARTNER IN CRIME!

NOOOO! YOU LIAR! YOU MUSN'T BELIEVE HIM!

MY HEAD-- SPLITTING! PULSE-- POUNDING! I--AAARRGH!

WHAT HAPPENED, PROFESSOR? I WAS JUST GETTING READY TO PLUCK HIS FEATHERS.

LET ME GIVE YOU A HAND, DOC! NO USE SEARCHIN' FOR A KEY!

YOU SEE, DARE-DEVIL, I KNEW YOU WERE TRYING TO AGITATE HIM TO GET CLOSE TO STRIKE--

--AND I DECIDED TO HELP YOU,

THEN AFTER A RATHER LENGTHY EXPLANATION OF HOW THE OWL HAD BEEN MEDICALLY RESTORED TO LIFE AFTER HIS FALL THRU THE ICE...

SO HE FINALLY BECAME OVER-EXCITED, AND IT CAUSED THE NEUROLOGICAL PACEMAKER TO SHORT CIRCUIT-- LEAVING HIM A VEGETABLE!

SHALL I CALL THE POLICE NOW?

AS SOON AS I SPLIT! SEE YA' D.D.!

MAYBE EVEN SOONER THAN YOU THINK.

NEXT: SPIDEY MEETS THE "NOT READY FOR PRIME TIME PLAYERS!"

LIVE FROM MARVEL...

IT'S SATURDAY NIGHT!

STILL ONLY 35¢

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN®

AND

THE NOT-READY-FOR-PRIME-TIME PLAYERS!

DAN AYKROYD * JOHN BELUSHI * JANE CURTIN * GARRETT MORRIS * BILL MURRAY
LARAINE NEWMAN * GILDA RADNER * PLUS LORNE MICHAELS AND STAN LEE HIMSELF!

BELUSHI! NO! THAT SAMURAI'S FOR REAL!

LIVE FROM NEW YORK··IT'S SATURDAY NIGHT!

STan Lee PRESENTS: SPIDEY & THE-NOT-READY-FOR-PRIME-TIME-PLAYERS!

IT WAS THE **BEST** OF DAYS, IT WAS THE **WORST** OF DAYS...

AFTER A **YEAR** OF WAITING, THE **TICKETS** HAD FINALLY ARRIVED-- AND THE SKY OPENED UP IN THE **WORST** SUMMER STORM IN 30 YEARS.

PETER PARKER HAD MEANT THIS TO BE A VERY *SPECIAL* EVENING.

UNFORTUNATELY IT WAS FAST BECOMING A *NIGHTMARE.*

DISCOUNT

TAXI

DRUGS

HEY--KID!! YOU **ASLEEP** OR SOMETHIN'--?!

YOU FORGOT YOUR **WALLET!**

PETER--!

I DON'T BELIEVE THIS IS HAPPENING. THE SHOW BEGINS AT 11:30; IT'S ALMOST THAT **NOW!**

WE WON'T GET **GOOD SEATS!**

RELAX, MJ. IT'LL BE ALL RIGHT. A FRIEND TOLD ME THEY ALWAYS LET PEOPLE IN LATE!

JRDAY N
T LIVE

HERE IT COMES, SALLY-- **CRAZED CROWD KILLS USHERS!**

HAH-HAH! WE'RE **SORRY,** FOLKS! THE STAGE SEATS ARE FILLED. YOU'LL HAVE TO GO UP TO THE **BALCONY!**

SOME FRIEND, PETEY-KINS.

OH, BROTHER.

LG34

LOOK, MJ, IT'S NOT *MY* FAULT DINNER TOOK FOREVER; IT WAS GOOD, WASN'T IT--

HEY!

UP

STAND *ASIDE*, FOOL!

I'M IN A *HURRY!*

OH, *NO!*

WHEN THAT BRUISER PUSHED BY, MY *SPIDER-SENSE* WENT CRAZY. HIS VOICE IS *FAMILIAR*, TOO--I JUST CAN'T *PLACE* IT.

HOW CAN I GO *AFTER* HIM, THOUGH?! I *PROMISED* MARY JANE...

PETEY-- *LOOK!*

THAT'S *GILDA RADNER!* HI, GILDA!

HIYA, FOLKS. ENJOY THE SHOW.

NEVER *FAILS*. THE WORLD COULD BE *ENDING* TO-NIGHT, AND WE'D STILL HAVE A *FULL HOUSE.*

HM--WHAT'S THAT NOISE FROM *BELUSHI'S* DRES-SING ROOM?

FIVE-SPOT SAYS HE'LL GET IT *OFF.*

YOU'RE *ON*, MURRAY. BUT IT'LL *NEVER* HAPPEN.

I *TOLD* YOU NOT TO GUZZLE THAT LAST *SIX-PACK*, BELUSHI.

WHAT'S GOING ON, LARAINE?

NOT MUCH, MR. *NIMBLE-FINGERS* HERE WAS TRYING ON A *RING*, AND NOW IT'S *STUCK.*

LAY OFF, DANNY, HUH?! THIS IS *SERIOUS.*

HEAVE, BOY-- *HEAVE!*

THAT'S *TELLING* HIM, GARRETT.

INTERESTING DE-SIGN, JOHN. BUT SOMEHOW--I DON'T THINK IT'S YOUR TYPE.

NO KIDDING, JANE.

IT WAS IN MY *FAN MAIL*, SENT FROM SOMEWHERE IN *JAPAN*. I'VE TRIED SOAP AND WATER, COLD CREAM--BUT *NOTHING* WORKS. IT WENT ON FINE, BUT IT WON'T COME *OFF!*

ANYONE GOT ANY BRIGHT *IDEAS?*

TRY AGAIN, EVERYONE! *PULL!*

JANE--GUYS, I THINK WE'RE *HURTING* HIM.

JUST YOUR *IMAGINATION*, LARAINE. HEY--IT'S *LORNE!* HI, LORNE!

BELL

OW!

FIVE MINUTES, PEOPLE-- WHAT THE *HELL?!?*

I WON'T *ASK* WHAT'S GOING ON, JOHN--FRANKLY, I DON'T WANT TO *KNOW*--BUT, FOLKS, WE'VE GOT A *SHOW* TO DO!

COST STO

...PAST A TALL, *POWERFULLY*-BUILT USHER WE'VE *MET BEFORE*. THE MAN WAITS UNTIL THE COR-RIDOR IS *EMPTY*, AND THEN...

IT IS TIME! *SHOW YOURSELVES!*

EAVES

SHIP TO

LORNE MICHAELS LEADS HIS TROUPE OF HARDY *THESPIANS* OUT TO THEIR WAITING *AUDIENCE*...

WHAT'S THE *SCAM*, BOSS?

A RING OF GREAT *VALUE* WAS INADVERTANTLY SENT TO A *CAST MEMBER* OF THIS TELEVISION PROGRAM. YOUR TASK IS TO HELP ME *RECOVER* IT.

NO PROBLEM. *WHICH* ACTOR HAS IT?

I...DO NOT *KNOW*. ELSE I WOULD HAVE DONE THIS JOB *ALONE*.

THIS ASSIGNMENT CALLS FOR *SUBTLETY* AS MUCH AS *BRUTE FORCE*. ONE FALSE MOVE AND WE COULD EASILY BE *DROWNED* BE-NEATH A FLOOD OF *SUPER-HEROES*.

ANY *OTHER* TIME, THAT IS A BATTLE I WOULD *WELCOME*.

...BUT I AM BOUND BY GIRI-- OBLIGA-TION.

I HAVE *PLEDGED* THAT THE RING WILL BE RECOVERED *TONIGHT*.

AND, BY MY *ANCESTORS*--

--THE *SILVER SAMURAI* WILL NOT BE *FORSWORN!*

AT THAT MOMENT, SOME FIFTY FEET DOWN THE HALL, IN NBC-TV'S STUDIO 8H...

Live from NEW YORK, IT'S SATURDAY NIGHT!

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JIM SHOOTER *editor-in-chief*

STARRING, STAN "THE MAN" LEE!!

EXCUSE ME. EXCUSE ME, PLEASE...

HERE ARE OUR SEATS, MJ. UH, MARY JANE...?

WITH STAN'S SPECIAL MUSICAL GUEST, ***RICK JONES***...

...AND THE ***NOT-READY-FOR-PRIME-TIME-PLAYERS:*** DAN AYKROYD, JOHN BELUSHI, JANE CURTIN, GARRETT MORRIS, BILL MURRAY, LARAINE NEWMAN, AND GILDA RADNER!

I HEAR YOU, PETEY. I WAS JUST ***ADMIRING*** THE SCENERY.

ANYTIME, M'DEAR. THE PLEASURE'S ALL ***MINE.***

WILL YOU TWO KINDLY ***SIT DOWN!*** STATLER AND I CAME HERE TO SEE THE SHOW!

THAT'S ***TELLIN'*** 'EM, WALDORF, YOU OLD COOT!

HIYA, TRUE BELIEVERS! I CAN'T TELL YOU HOW *PLEASED* I AM TO BE HOSTING *'SATURDAY NIGHT.'*

FOR THOSE OF YOU WHO'VE BEEN LIVING IN *SIBERIA* THE LAST FEW YEARS...

...*I'M* THE GUY WHO RUNS *MARVEL COMICS.* NOW, A LOT OF PEOPLE THINK THAT'S REALLY *NEAT.*

NOT BAD. NO STEVE MARTIN, BUT NOT BAD.

BUT HAVE *YOU* EVER TRIED GETTING THROUGH A STORY CONFERENCE WITH THE *THING?!*

AW, BUT DEEP DOWN, BEN GRIMM'S REALLY A *NICE GUY!*

I SAW HIM ON THE STREET THE OTHER DAY, AND I SAID, "*BEN--*

HEY-- *UMMMPGHH!*

"--HOW *ARE* YA?!" AND HE SAID, "NOT TOO GOOD ...IN FACT, I'M FEELING A LITTLE *ROCKY!*"

SPIDER-SENSE TINGLING-- *CRIPES!* THAT PAGE IS BEING *ATTACKED!*

THAT *COULD* HAVE BEEN PART OF THE SHOW, BUT I'D BETTER CHECK IT OUT ANYWAY.

UH, MJ...?

I KNOW, TIGER. YOU'VE GOT TO *GO.*

UH, YEAH. I'LL BE BACK *SOON.*

HERE I GO AGAIN-- *ANOTHER* DATE SHOT TO BLAZES.

HE MOVES AS FAST AS HE CAN DOWN THE CROWDED AISLE, UNAWARE OF THE BOOM CAMERA RISING TOWARDS HIM, UNTIL...

SUPER-HERO IN HIS SPARE TIME!

THAT MONITOR-- IT'S *ME!*

OH, *NO!*

MERCI-FULLY, AT THAT POINT, ALL THE LIGHTS GO OUT AS THE SHOW CUTS TO A COM-MERCIAL...

...AND WHEN THEY COME BACK ON A FEW SECONDS LATER...

IF I HAD ANY *SENSE,* I'D QUIT WHILE I WAS *AHEAD.*

AH, WELL-- I'VE COME *THIS* FAR...

... I MIGHT AS WELL GET *CHANGED.*

MY *SHOE!!*

THWIP!

GOTTA MOVE FAST-- *CAUGHT* IT!

NOW MAYBE I CAN BREATHE AGAIN.

NO SIGN OF THE PAGE...

...OR THE GOON WHO *MUGGED* HIM.

I'LL SCOUT THE CONTROL ROOM FIRST, WORK MY WAY OUT FROM THERE.

STAY *COOL*, MR. MICHAELS, AN' STAY *ALIVE.*

LOOK, FELLAS, I'M A *PRODUCER*, NOT A TECHNICIAN. I CAN'T RUN THIS BOARD *ALONE.*

I SUGGEST YOU *LEARN*, PAL. REAL *FAST.*

LOOKS NORMAL ENOUGH FROM HERE--SO WHY'S MY SPIDER-SENSE *TINGLING?!*

I COULDN'T SEE THE WHOLE ROOM FROM THAT DOOR. MURDER, INCORPORATED COULD HAVE BEEN IN THERE, AND I'D *NEVER* KNOW IT.

ALL I CAN DO FOR NOW IS TRUST MY INSTINCTS AND HOPE FOR THE BEST.

NEXT STOP-- *BACK-STAGE.*

YOU *STILL* TRYING TO PULL THAT THING OFF, JOHN?

WHADDA YOU *THINK* I'M DOING --ISOMETRICS?!

THIS THING GIVES ME THE *CREEPS*, BILL. I WISH I'D NEVER *SEEN* IT.

HEY, IT ISN'T *THAT* BAD.

THAT'S EASY FOR *YOU* TO SAY.

I *LOVE* YOU, TOO, YA BIG GALOOT. I'VE GOT TO GET THIS PROP HAMMER TO GARRETT FOR THE *"THOR"* SKETCH.

SEE YA ONSTAGE!

MAN, THAT REJECT CRACKERJACK PRIZE SURE HAS JOHN *FRAZZLED.* I'VE NEVER SEEN HIM SO--*HUH?!?*

THESE ARE THE CAST DRESSING ROOMS. SEARCH EACH ONE THOROUGHLY. THE RING IS HERE *SOMEWHERE*--IF NOT IN THESE ROOMS...

...THEN ON THE PERSON OF ONE OF THE *ACTORS.* IT MUST BE *FOUND.*

AND IF ANY OF YOU ARE THINKING OF CHEATING ME, OF KEEPING THE RING FOR YOURSELVES --*DON'T.*

FOR THAT WILL CERTAINLY MEAN YOUR *DEATH.*

WHEW!

THAT KUROSAWA-CLONE MEANS *BUSINESS.* CAN'T WARN JOHN OR THE STAGE CREW--THOSE GOONS'LL *SEE* ME.

BUT I CAN'T *STAY* HERE, EITHER.

MAYBE... I WON'T *HAVE* TO.

THIS HAMMER'S ONLY *HARD RUBBER,* BUT IT OUGHT TO DO THE *TRICK.*

STAIRWELL B

WHAK!

PLEASANT *DREAMS,* SWEETHEART.

LUCKY THAT GUY AND I HAVE THE SAME *BUILD.*

I'LL TAG ALONG, TRY TO LEARN THEIR PLANS, THEN SLIP AWAY AND CALL *SECURITY.*

WHERE YOU *BEEN,* CORELLI? THIS AIN'T NO TIME FER GOOFIN' OFF--LET'S GET TA *WORK!*

JANE, WHERE'S *BILL?!* HE SHOULD BE HERE!

I DON'T KNOW, GILDA. WE'LL HAVE TO *IMPROVISE* WITHOUT HIM.

NBC COLOR

AH, HERE WITH TONIGHT'S *COMMENTARY*--REPLACING BILL MURRAY, WHO'S, AH, ON ASSIGNMENT--

--IS MISS *EMILY LITELLA.*

THANK YOU, MISS CURTIN.

NOW *WHAT'S* ALL THIS I HEAR ABOUT *VIOLETS* ON TELEVISION?! THE VIOLET IS A NICE LITTLE *FLOWER* THAT NEVER DID ANYONE ANY *HARM*. WHY, I'VE BEEN GROWING THEM IN MY WINDOW BOX GARDEN FOR YEARS!

I HEAR THAT *EVERY* TIME PEOPLE TURN ON THE TELEVISION, ALL THEY SEE IS *VIOLETS*. WELL, WHAT'S WRONG WITH *THAT?!* IT'S BECAUSE MORE PEOPLE DON'T *APPRECIATE* THESE LITTLE FLOWERS THAT THE WORLD IS IN SUCH *SAD* SHAPE...

EMILY...

I'M NOT FINISHED, JANE, AND, FURTHER-MORE...

HEEYYy!!

GILDA!

HARRY--FIND *LORNE!* GILDA'S *DISAPPEARED!*

UH, *SORRY* FOR THE *INTERRUPTION*, FOLKS. WE'LL CONTINUE WITH EMILY'S COMMENTARY AS SOON AS WE *FI--*

Hi-yi-yi-yi!!

BEAUTIFUL, BOSS. I'VE GOT THE *CURTIN* BROAD.

THIS ONE DON'T HAVE THE *RING* ON 'ER.

WHAT--WHAT *IS* THIS!?!

BE *SILENT*, WOMAN, AND YOU WILL NOT BE *HARMED*. BERROS, SEARCH HER!

WILL DO--

UNNNGNH!

NO, YOU *WON'T*, BUNKIE! AS OF RIGHT NOW, THIS PENNY-ANTE GAME OF *HIDE-'N'-SEEK* IS ALL *OVER!*

THAM!

BKOW!

AND YOU CLOWNS *LOSE!*

WHO--?!?

SPIDER-MAN!

SHUNK!

HOLY CATS--THE SILVER SAMURAI!

WHEN DID HE BREAK OUT OF JAIL?! AND WHAT'S HE DOING *HERE*?!?

WHUNNNFF

BE *THANK-FUL*, FOOL--

--THAT I HAVEN'T THE TIME TO *DEAL* WITH YOU AS YOU SO RICHLY *DESERVE*.

ZZANG!

HIGH-PRESSURE *STEAM*-- FILLING THE ROOM LIKE A *FOG!*

I *HATE* TO LET THE SAMURAI ESCAPE, BUT I'VE GOT TO CLOSE THE PIPE BEFORE SOME-ONE GETS *BURNED!*

HEY, MISTER! SPIDER-MAN--OVER *HERE!* WE GOT ONE!

HOLD HIM, JANE!

I'M *TRYING*, GILDA!

OKAY, BUSTER--!

WAIT A MINUTE, WILLYA!

I'M *BILL MURRAY!* I'M NO CROOK, I'M AN *ACTOR!**

*IT DOESN'T TAKE **LONG** FOR BILL TO TELL WHAT HE'S **HEARD**...*

ALL THIS-- FOR SOME *RING?*

JOHN'S RING, BILL? ARE YOU *SURE?*

WHAT *ELSE* COULD IT BE? I WAS GONNA TRY TO CALL THE *COPS*...

**THERE'S A DIFFERENCE? --BROADWAY BOB.*

WASTE OF TIME. THE PHONES ARE OUT, YOUR SECURITY PEOPLE ARE THE SAMURAI'S *PRISONERS*, AND HIS MEN HAVE ALL THE STAIRS AND ELEVATORS COVERED.

IF WE'RE GOING TO STOP HIM, WE'LL HAVE TO DO IT BY *OURSELVES*.

"*FIRST THINGS FIRST, THOUGH. LET'S GET JANE AND GILDA BACK ONSTAGE...*

THWIP!

"*...BEFORE PEOPLE START ASKING QUESTIONS WE DON'T WANT TO ANSWER.*"

HI.! JANE CURTIN HERE!

I BET YOU'RE ALL *WONDERING* HOW EMILY AND I *MANAGED* THIS LITTLE STUNT. FOLKS, IF WE TOLD YOU, YOU'D NEVER *BELIEVE* US, SO...

WEEK

NEVER MIND.

BACKSTAGE, IN LARAINE NEWMAN'S DRESSING ROOM...

I DO NOT BELIEVE THIS.

MS. MARVEL--THE "FIGHTING FURY!" "SUPERHERO SENSATION OF THE SEVENTIES!" *SHEESH!*

I DUNNO--MAYBE SHE IS AS *GOOD* AS THE MEDIA HYPE SAYS SHE IS...

...BUT AS FAR AS HER *COSTUME* GOES, I FEEL *SILLY*.

HAH--?!?

WHO'RE YOU GUYS?! WHAT ARE YOU *DOING* HERE?!

GEEZ, HARRY! THAT AIN'T NO ACTRESS, THAT'S *MIZ MARVEL!*

I DON'T CARE HOW *SCARY* THAT SAMURAI-DUDE TALKS, HE DON'T PAY *ENOUGH* FER ME TA GO UP AGAINST AN *AVENGER!*

LET'S GET *OUTTA* HERE!

IF THESE GOONS THINK I'M A *SUPER-HERO*--

OW!

WAIT A MINUTE! IF SHE'S AN AVENGER, HOWCUM SHE'S THROWIN' *BOTTLES*?!

UH, SAMMY...!

--I'LL DO MY BEST NOT TO *DIS-APPOINT* THEM.

I'VE GOT *NEWS* FOR YOU, TROOPS.

WHAK!

KDOW

THE LADY IS THE *LEAST* OF YOUR TROUBLES.

HEY, YOU GUYS-- *WHAT GIVES?!*

LARAINE, YOU *OKAY??*

I'M *FINE*, DANNY, JUST A BIT *CON-FUSED*.

ALL THINGS *CONSIDERED*, MS. NEWMAN...

...THAT'S NOT *SURPRISING*.

ONE HURRIED EXPLANATION LATER...

...JOHN'S SUPPOSED TO BE *ONSTAGE*. BUT EVEN IF WE *FIND* HIM IN TIME, WHAT ARE WE GONNA DO ABOUT THESE *GUNSELS*?

GARRETT HAS A *POINT*. IF THEY START SHOOTING AND THE AUDIENCE *PANICS*...

I KNOW. BUT I'VE GOT AN *IDEA*.

"THESE KLUCKS SOUND LIKE THEY'RE *SCARED* STIFF OF RUNNING INTO NEW YORK-BASED *SUPER-HEROES*. LET'S TURN THAT FEAR TO OUR *ADVANTAGE*...

"...AND MAKE THAT *NIGHTMARE* A REALITY THEY'LL *NEVER FORGET*."

AND SO, ON A CATWALK OVERLOOKING THE STUDIO...

HOLD, VARLETS! THROW DOWN THY WEAPONS AND *SURRENDER*--

--OR FACE THE RIGHTEOUS *WRATH* OF THE *SON OF ODIN*!

CRIPES, IT'S *THOR*!

HEY, SOMETHING'S *SCREWY* HERE. AIN'T THOR S'POSED TA BE *SWEDISH?*

THIS DUDE'S *BLACK!*

OOPS! GREAT IDEA FOR A *SKIT*, DAN, BUT REALLY *LOUSY* WHEN YOU'RE TRYING TO BLUFF A CROOK.

I'M *COMMIT-TED*, THOUGH. I'VE GOTTA GO *ALL THE WAY.*

VARLETS! KNOW THEE NOT A WARRIOR OF ASGARD WHEN THOU *SEE'ST* ONE?!

WHAT THE HECK'S *KEEPIN'* BILL AND GILDA?! TOUCH THOSE *LIVE WIRES* TO THE CATWALK, FOLKS, BEFORE THESE BOZOS START *SHOOTIN'!*

EVERYTHING'S *SET*, BILL. YOU SURE THIS WILL *WORK?*

I'M *SURE*, GILDA.

I HOPE.

FALL, MISCREANTS, BEFORE THE POWER OF HIM WHO IS *LORD OF THE LIVING LIGHTNING!*

HIT IT, KIDS!!

ZZRAAAP!

GARRETT...?

I'M STILL *BREATHING*, GILDA.

THAT WAS SOME *JOLT* YOU GAVE 'EM, BILL; I FELT TINGLES EVEN THROUGH MY *RUBBER BOOTS*. LOOKS LIKE WE *STUNNED* 'EM PRETTY GOOD. LET'S GET 'EM *TIED-UP* AND OUTTA SIGHT.

SO FAR, SO GOOD, FOLKS. I HOPE EVERY-ONE ELSE DOES AS *WELL.*

SPEAKING OF "EVERYONE ELSE"...

ARE THESE *COSTUMES* REALLY NECESSARY, MR. AYKROYD?

CALL ME *DAN.*

AND THAT'S A *HECKUVA* QUESTION COMING FROM A GUY LIKE *YOU*, SPIDEY.

OUR BEST BET IS TO HIT 'EM WITH THE *UNEXPECTED*--SO MANY *ZANY* THINGS HAPPENING SO FAST THEY WON'T KNOW WHICH END IS *UP*.

BY THE TIME THEY'VE RECOVERED, IT'LL BE *ALL OVER*.

"*IF YOU SAY SO*," SPIDEY SAYS SLOWLY. "*IN THE MEANTIME, I'LL TRY TO FIND BELUSHI.*"

AT THAT MOMENT, HERO, HE'S NOT ALL THAT FAR AWAY.

UNFORTUNATELY, NEITHER IS THE VILLAIN WHO'S HUNTING HIM.

EVER SINCE I RAN INTO *SPIDER-MAN*...

...THINGS HAVE BEEN FALLING *APART*. I WAS A FOOL TO COUNT ON THOSE *HOODLUMS-FOR-HIRE*.

I'VE BEEN OVER THIS STUDIO *TIME AND AGAIN*...

...BUT *NO* BELUSHI.

WITH ALL THE SIDE-CORRIDORS AND CUBBY-HOLES, HE COULD BE *ANYWHERE*.

WHAT--?!? BY MY ANCESTORS, IS *NOTHING* SACRED?! YOU DARE *MOCK* THE SAMURAI, AMERICAN?!

HUH--?!? IS THIS TWERP FOR *REAL*?!

THE *RING*! YOU WEAR THE *RING*!!

THIS IS *YOUR* RING?!?

AYE, STRIPLING. AND YOU'LL EITHER *SURRENDER* IT WILLINGLY--

--OR I'LL *TEAR* IT FROM YOUR FRESH-SLAIN *CORPSE*!

YIKES!

AT THAT MOMENT, IN THE CONTROL ROOM...

JACKO, CHECK THE *MONITOR*!

SOMETHING'S *HAPPENING* ONSTAGE THAT ISN'T IN THE *DIRECTOR'S SCRIPT*!

I'LL SAY. IT'S JANE AND STAN DOING A *SOFT-SHOE SHUFFLE.*

LISTEN, FELLAS, IT'S ONLY A SPECIAL *...IMPROVISATION* SEGMENT OF THE SHOW...

SHUT UP, MICHAELS. FORGET THE DANCING, FRANK--CHECK THE *OTHER* SCREEN!

IT'S THE BOSS--THE *SILVER SAMURAI!*

JOHN, WHAT--?!?

SCATTER, JANE! THIS GUY'S *CRAZY--!*

--AND HIS *SWORD* JUST CUT THROUGH A SOLID *BRICK WALL!*

FRANK-- THE *DOOR!*

FOAM! I CAN'T SEE-- *URRGLEMMPH!*

DOWN WITH YOUR GUNS AND *UP* WITH YOUR *HANDS!*

YOU HAVEN'T A CHANCE AGAINST *MAD DOG MULCAHY--*

--THE *CRAZED, KILLER COLONEL OF THE CRIMEA!!*

POUR IT ON, LARAINE! WE'VE GOT 'EM ON THE *RUN!*

$FLOOt $H!

AYKROYD, YOU-- *YOU--!!*

NO NEED TO SAY *THANKS,* LORNE. IT'S ALL IN A DAY'S *WORK.*

FOR THIS I LEFT CANADA?? LORD, YOU HAVE NO SENSE OF *JUSTICE.*

CALL THE *CORS,* LARAINE. DANNY, FOLLOW ME *DOWN-STAIRS!* JOHN'S IN BIG *TROUBLE!*

GREAT SHOW, HUH?

YUP. BY THE WAY, MY NAME'S KEN MORROW. YOU *DOING* ANYTHING AFTER?

I'M *MARY JANE WATSON*-- WHAT HAVE YOU GOT IN *MIND*?

FOR ALL YOUR *BUMBLING* WAYS, LITTLE MAN, YOU ARE NOT WITHOUT *SKILL*. BUT THE BLADE HAS NOT BEEN *FORGED* THAT CAN RESIST MY *ENERGY SWORD*.

MY TIME IS *SHORT*, ACTOR-- AND SO IS *YOURS*!

SAMURAI!

HOW ABOUT PICKING ON SOME-ONE MORE YOUR *SPEED*?!

KEEPS FORCING ME BACK--NO MORE ROOM TO *MANEUVER*.

NB COLO

I DO NOT "*PICK*" ON PEOPLE, ARACHNID.

WHEN I *STRIKE*, I STRIKE TO *SLAY*!

HIS *SWORD*--!

BARELY *TWISTED* OUT OF THE WAY IN TIME! THAT THROW ALMOST *SKEWERED* ME!

BUT IT *CUT* MY WEB-LINE! I'M *FALLING*!

GOTTA STEER *CLEAR* OF THE AUDIENCE--!

WHOOP

HARRY!

DON'T WORRY, GAIL. IT'S ALL *PART* OF THE SHOW.

THAT'S *IT*, BUSTER!!

YOU'VE *PUSHED* ME AROUND LONG ENOUGH! NOW IT'S *MY TURN*!

KIAI!!

YOUR *COURAGE* IS ADMIRABLE, ACTOR.

A PITY YOU HAVEN'T THE *POWER* TO BACK IT UP.

HIS *HAND*--! MY ARM FEELS LIKE IT'S PINNED IN A *VICE!*

TAKE IT *EASY,* WILLYA?

THAT'S MY OWN *FLESH-AND-BLOOD* YOU'RE PULLING ON!

CEASE YOUR *BABBLING,* CRETIN, AND THANK YOUR GODS I LET YOU *LIVE.*

WILL THIS CURSED RING *NEVER* COME OFF?!?

HELP! I *NEED* SOMEBODY!

HANG ON, BELUSHI! *HELP* IS ON THE WAY!

I'M *TOO LATE!* IT'S STARTING TO *GLOW!*

TOOK ME DARN NEAR *FOREVER* TO UNTANGLE MYSELF FROM THE AUDIENCE.

YOUR GOON SQUAD'S *HAD IT,* SAMMY. AND AS OF RIGHT NOW--

--SO HAVE *YOU!*

POP

THE RING-- *I HAVE IT!*

FOOL! IN ONE STROKE, YOU HAVE TURNED DEFEAT INTO *VICTORY!*

COME AGAIN--?!

WILL SOMEONE KINDLY *CLUE* ME IN ON WHAT THE HECK IS *HAPPENING* HERE?!?

WATCH, SPIDER-MAN, AS I MAKE MY *ESCAPE* BEFORE YOUR VERY EYES!

THIS RING IS THE CORE OF A *TELEPORTATION MATRIX!*

WITH IT, I CAN INSTANTLY *TRANSPORT* MYSELF ANYWHERE ON *EARTH!*

FAREWELL, HERO!

TWICE NOW WE HAVE *CROSSED SWORDS.* I SWEAR THAT, WHEN *NEXT* WE MEET--

--ONLY *ONE* OF US WILL *SURVIVE!*

HE-- HE'S GONE.

HE'LL BE BACK. PROBABLY WHEN I *LEAST* EXPECT IT, TOO. HIS *GANG'S* OUT OF ACTION, THOUGH, AND NOONE GOT *HURT.*

I'LL SETTLE FOR THAT.

THE SHOW'S ALMOST OVER, THEN, AND AS THE CAST MOVES CENTER STAGE FOR THEIR FINAL *BOWS*--BEFORE AN AUDIENCE RISING IN A *STANDING OVATION* FOR WHAT THEY THOUGHT WAS A MAGNIFICENT *SLAPSTICK* SHOW--

Y'KNOW, KIDS, I HAD A *GREAT* TIME, BUT THE *LIVE* SHOW WAS NOTHING LIKE THE *REHEARSALS.*

IT NEVER *IS,* STAN. THAT'S WHY IT'S SO MUCH *FUN.*

--SPIDEY QUIETLY SLIPS AWAY, TO CHANGE BACK TO PETER PARKER AND *REJOIN* MARY JANE. HE'S A LITTLE SURPRISED TO FIND HER *WAITING* FOR HIM.

A BIT LATER, AT A CERTAIN FIFTH AVENUE WATERING HOLE...

...AND YOU SAY THE GUY SITTING BESIDE YOU SUGGESTED *WHAT--!?!*

LET'S DROP IT OKAY?

...ANYWAY, THE POLICE FIGURE THE RING WAS *MEANT* TO GO TO SOME IMPORT-EXPORT HOTSHOT NAMED J.B. *LU-SHI.* HE HAS OFFICES AT 30 ROCK, JUST LIKE NBC.

BUT THE ADDRESS LABEL GOT *RAINED* ON, THE INK *SMEARED,* AND SOME POSTAL CLERK FIGURED IT WAS MEANT FOR *ME.*

HEY, MAN, EVERYTHING TURNED OUT *FINE.* WHY LOOK SO *GLUM?*

I DUNNO, GARRETT. I KEEP LOOKING AT THIS BALL OF *WEB-GLOP,* AND THINKING ABOUT SPIDER-MAN, AND I KEEP ASKING MYSELF THE *SAME QUESTION:*

HERE IT COMES.

WHAT ARE WE GOING TO DO FOR THE *SPIN-OFF?*

NEXT ISSUE: **SPIDEY & LUKE CAGE, POWER MAN--TOGETHER!!**

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MARVEL TEAM-UP™

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AND

POWER MAN™

MARVEL'S TV SENSATION!

FIRE IN THE NIGHT!

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STAN LEE PRESENTS: SPIDEY™ AND POWER MAN™--TOGETHER!

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MICHELE WOLFMAN, colors

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THE SMOKE OF THAT GREAT BURNING!

"THEY'RE BURNIN' DOWN THE BRONX, MA!" IT'S A CURRENT, CATCHY EUPHEMISM, DISGUISING THE HORRIFYING REALITY OF SUDDEN CONFLAGRATION IN THE DECAYING **SOUTH BRONX** OF NEW YORK CITY.

AND IT'S A REALITY OUR ENDANGERED HERO SUDDENLY FINDS HIMSELF FACE-TO-FLAME WITH!

TRAPPED! WHEREVER I TURN THERE'S A WALL OF FIRE IN FRONT OF ME!

IF I DON'T FIND AN EXIT--PRONTO, THE ONLY THING THAT'S GONNA BE LEFT IS CHARRED *BONES!*

LG35

TIME AND AGAIN, THE MOST AGILE ANATOMY ON EARTH ALLOWS THE WEB-SPINNER TO CHEAT A BLAZING DEATH...

IF IT WASN'T FOR THE OL' SPIDER-SPEED, I WOULD BE ONE VERY **SCORCHED** WALL-CRAWLER RIGHT NOW.

EVEN SO, THE ***SMOKE*** AND ***HEAT*** IN HERE ARE STARTING TO GET TO ME... DULL MY REFLEXES.

BURSTS OF FLAME DANCE BEFORE HIS TEARING EYES, WHILE **DESPAIR** CLUTCHES AT HIS HEART.

I'D RATHER SQUARE OFF AGAINST A ***HUNDRED*** DOC OCKS... THEN AT LEAST I'D HAVE SOMETHING SOLID TO SWING AT.

BUT ***THIS...*** HOW CAN I FIGHT FIRE WITH MY FISTS?

WHA--? THE FLOOR'S GIVING WAY!

KHAM!

NO TIME TO SPIN A WEB NET. I'LL HAVE TO GO LIMP AND HOPE THE GROUND'S ONLY A FEW FEET AWAY.

UHHH I'M PINNED UNDER... BEAM. SMOKE... TOO MUCH... SEEPING THROUGH MY MASK...

THROUGH A SMOLDERING HAZE, THE DAZED YOUTH RECALLS THE STRANGE EVENTS THAT LED HIM TO THIS TENEMENT FIRE-TRAP. EVENTS THAT BEGAN--

--HERE, MERE HOURS AGO, IN THE SWANKIEST NEW DISCOTHEQUE IN MANHATTAN: **STUDIO 13**...

Ummm, I'VE GOT A CONFESSION TO MAKE, M.J. Y'SEE, I DON'T EXACTLY BOOGIE TO BEAT THE BAND. ACTUALLY, I'M EVEN A FAILURE AT A FAST FOX-TROT.

BUT SINCE WE'VE SPLIT UP, I DIDN'T WANT TO PASS UP THIS CHANCE FOR A DATE, EVEN IF IT MEANT COMING TO ANOTHER DISCO. *

SO WHO'S GOING TO NOTICE WHEN YOU'RE DANCING WITH *ME*, PETEY?

*SEE CURRENT ISSUES OF ***SPECTACULAR*** AND ***AMAZING SPIDER-MAN*** TO FIND OUT WHAT PETE MEANS -- *BOB*.

MARY JANE WATSON! I SIMPLY ***HAD*** TO KNOW HOW YOU'VE BEEN DOING SINCE I CLOSED THE BEAUTY SALON.

LOVE YOU FOR THE INVITATION, ANDRE. YOU'RE A DOLL.

THEY SURE DON'T LEAVE MUCH TO THE IMAGINATION HERE.

ANYWAY, ANDRE, I'D LIKE YOU TO ME--}mmmmm{

NICE TO MEET YOU... ANDY.

COME, MY PET. A QUICK HUSTLE BEFORE I'M OFF TO JACKIE'S.

HANG LOOSE, TIGER. I'LL BE BACK IN A SEC.

NO SWEAT. I'LL JUST SLIP-SLIDE OVER TO THE BAR.

MAKE THAT ONE BEER, SIR.

SURE. WANT IT WITH A ***STRAW?***

JUST GIMME THE BEER.

WHERE DID THIS GUY GET THAT HAIRCUT? I THOUGHT ***I*** HAD THE LATEST.

WEARING THAT NAME TAG WAS ***VERY*** DROLL, TRUMAN.

MAN, THIS JOINT IS JUMPIN'.

AND TO THINK ***ALL*** THESE PEOPLE CAME HERE JUST TO GET A LOOK AT ***ME.***

I'LL BE... LUKE CAGE! I HAVEN'T SEEN HIM SINCE JAMESON HIRED HIM A WHILE BACK TO FIGHT SPIDER-MAN.*

*THEY MIXED IT UP IN SPIDER-MAN #123 -- *BROADWAY BOB.*

YOU CHECKED OUT ANY OF THE BIG WHEELS HERE, HARMONY, HON?

HOW COULD I, LUKE, WITH YOU HOVERING OVER MY SHOULDER?

FORGET I ASKED, BABE.

ALL RIGHT, YOU BEAUTIFUL PEOPLE! ***FREEZE*** THEM FOURTEEN KARAT BUTTS. ***NOW!***

THE RAT PACK'S HERE!

WHAT THE ***HELL... ?!***

Uh oh. AS WEIRD AS THE CLIENTELE IS IN THIS PLACE, I'VE A HUNCH ***THESE*** BOZOS HAVEN'T GOT A PASS KEY.

MEN

LUCKILY I'M WEARING MY SPIDEY SUIT UNDER THESE NEW DUDS.

HEY, STITCHES--GRAB THAT NATTY DUDE WHO JUST SNUCK INTA THE CAN.

GOTCHA, SPARKS.

C'MON OUT, MAN. WHERE YOU GONNA HIDE IN THERE... UNDER A *SEAT?*

MEN

BRAK!

MEN

IF THERE'S *ONE* PLACE YOU OUGHTTA LEAVE A FELLA ALONE... IT'S *HERE.*

CRUD! WHO'DA THOUGHT SPIDER-MAN'D SHOW UP AT A DISCO?

SHOOT. THE PLACE IS *CRAWLIN'* WITH CELEBRITIES, M'MAN. *ME* F'RINSTANCE.

NAME'S LUKE CAGE. YOU CAN CALL ME *POWER MAN,* THOUGH. LEMME SHOW YA *WHY.*

WHUNK!

WOW! THIS IS THE *FIRST* TIME *ALL* NIGHT I'VE FELT COMFORTABLE... WHICH PROBABLY MAKES ME *CRAZIER* THAN ANYONE IN THIS PLACE.

HERE'S A LITTLE STEP THAT'LL MAKE YOU A REAL *HIT* ON THE DANCE FLOOR, CHUM... IN ABOUT *TWO SECONDS*.

BASH!

THANKS FOR THE HAND, LUKE.

THINK NOTHIN' OF IT, WEBS. JUST GET SOME BUCKS UP TA SPRING FER A NEW *TUX*.

BRACK!

LISTEN UP, CLOWNS. LITTLE *LISA* HERE'S GONNA BUY IT 'LESS YOU MAKE LIKE MANNEQUINS AND *DON'T MOVE*.

M-MY UNCLE NICK ISN'T GOING TO LIKE THIS. HE'S PAYING FOR TONIGHT.

THAT'S IT. I WANNA SEE LOTSA STARCH IN THEM THREADS TILL WE'RE LONG *GONE*.

WHOA, JACK. I KNOW WHAT YER THINKIN' AN' YOU CAN *FORGET* IT. *DIG?*

CAGE, I CAN *DO* IT! WITH MY SPEED--!

YOU COULD STILL MESS UP. THE GIRL AIN'T NO USE TO 'EM, SO THEY'LL LET 'ER *GO*. 'SIDES, I KNOW WHERE THIS SCUM OPERATES FROM.

WE CAN *NAIL* 'EM PULLIN' A JOB ON THEIR *HOME* TURF.

"WORD ALONG THE GRAPEVINE IS, THEY'RE DOIN' A JOB *TONIGHT* ON A TENEMENT BUILDING OFF WILLIS AVENUE IN THE SOUTH BRONX. AIN'T MY FAVORITE PART A' TOWN, BUT THEN I AIN'T KNOWN TO BE *CHOOSY.*"

SOME THREE HOURS LATER...

THE RAT PACK'S AN ARSON MOB THAT EXTORTS LEGIT LANDLORDS AND BUSINESS-MEN IN THE BRONX. EITHER THEY PAY PROTECTION MONEY TO THE PACK, OR THEY GET *BURNED*--REAL *BAD.*

WHEN THE PACK NEEDS SOME FAST SCRATCH FOR *"OPERATIN' EXPENSES,"* THEY TAG AN EASY HIT-- LIKE THAT DISCO RIP-OFF.

SOUND LIKE REAL-SWEETHEARTS. BUT AT LEAST THEY LET THAT GIRL GO *FREE,* THE WAY YOU FIGURED.

WAIT! A CAR'S PULLED UP, AND ONE OF THE SKUNKS THAT TRIED TO KNOCK OVER THE DISCO IS GETTING OUT. WE'VE HUNG AROUND LONG ENOUGH...

IT'S TIME FOR A LITTLE *ACTION,* LUCAS.

I WONDER WHAT MAKES A GUY LIKE THAT WALL-CRAWLER *TICK!* HE DON'T RISK HIS LIFE FOR DOUGH, LIKE ME... AND HE'D BE PLAIN CRAZY TA WEAR THAT OUTFIT FER *FUN.*

SOMETHIN'S EATIN' AWAY AT THAT DUDE-- *DRIVIN'* 'IM TA LIVE THIS KINDA LIFE. I CAN FEEL IT DEEP DOWN.

LONG TIME NO SEE, KOJAK. I'D KNOW THAT SKINHEAD WITH OR WITHOUT A MASK. AND FRANKLY, I LIKE IT *BETTER* WITH A *SOCK* OVER IT.

WELL, I AIN'T ABOUT TA COOL MY HEELS UP *HERE* WHILE WEBS GRABS ALL THE GLORY STREET-SIDE. SO, *MOVE IT, MAMA--*

--LUKE CAGE IS COMIN' THROUGH!

WRAM

CRASH

PUNCH

SMACK

WELL, LOOKY WHAT I FOUND SKULKIN' AROUND THE CELLAR. YOU CLOWNS HERE TA CLEAN THE PLACE UP, OR YOU GOT *OTHER* IDEAS?

SPARKS, STRAFE-- IT'S THAT CAGE CREEP! LET'S BLOW!

HATE TA DO THIS GENTS, BUT WITH A GAS SHORTAGE AN' ALL, IT'S A *SHAME* TA WASTE IT THAT WAY.

WHOP

I *AIN'T* GONNA WASTE IT, CAGE. I'M STICKIN' THIS GAS WHERE IT'LL DO THE MOST GOOD--

--RIGHT IN YOUR STINKIN' EYEBALLS!

LAMB

I AIN'T TANGLIN' WITH NO MOTHAH'S GOT A HIDE MADE OUTTA *IRON*. NOT *ME*.

THINK I'LL GIVE BLACK MARIAH'S GANG A BUZZ FOR SOME *HELP!*

SORRY, SUN-SHINE, THIS PHONE'S OUT OF ORDER...JUST LIKE *YOU'RE* GONNA BE.

WHAT'SA MATTER CAGE? HOWCUM I DON'T HEAR YA SHOOTIN' THAT ***BIG MOUTH*** OFF NO MORE, huh?

WORD ON THE STREET IS -- YOU MESS WITH LUKE CAGE, YOU MESSIN' WITH ***DYNAMITE!*** WAY I SEE IT, YOU AIN'T EVEN A FIZZLIN' FIRE-CRACKER, CRUM... YER ***NOTHIN'!***

CAN'T SEE... EYES STINGIN' LIKE CRAZY!

BACKIN' OFF, MAN? YOU AIN'T A'SCARED OF A LITTLE PAPER ARE YA? ALL I WANTCHA TA DO IS CATCH IT... ***AFTER*** I SET IT ON ***FIRE!***

EEEASY, BROTHER. STOP WAVIN' THAT LIGHTER AROUND, THERE'S ***GAS FUMES*** IN HERE.

C'MON... STOP FLICKIN' THAT --

CLIC

--bic.

BWAAM

I'VE HEARD YOU FLY BY THE SEAT OF YOUR PANTS, CAGE... BUT THIS IS ***RIDICULOUS!***

HERE, CATCH THIS LITTLE WEB-LINE BEFORE YOU GET AIRSICK!

THANKS, WEBS.

ONLY THING EVER SENT ME FLYIN' WORSE'N THIS WAS GETTIN' PUNCHED OUT A FEW WEEKS BACK BY MY NEW BUDDY, IRON FIST.*

HULK ANNUAL 1978 MISS IT NOT!!

*FOR THAT EPOCHAL EVENT, CHECK OUT THE ALL-NEW ***POWER MAN/IRON FIST #48***--Bob.

Whooo-***EEE!*** I WOULDN'T CARE TO MAKE A HABIT OF ***THAT*** KINDA EXIT.

AT LEAST IT'S DRAMATIC. BESIDES, YOU DID GET OUT BEFORE THE WHOLE BUILDING WENT UP IN SMOKE.

SURE YOU'RE OKAY?

YEAH, I'LL LIVE.

*SUDDENLY, A RAGING COLUMN OF **FLAME** CURLS UPWARD, ENGULFING THE DECREPIT STRUCTURE IN A FATAL, FIERY EMBRACE...*

WOOM!

FWAM!

MAYBE THAT LOW-LIFE RAT PACK AIN'T MUCH ON ARMED ROBBERY, BUT THEY'RE UP TA SNUFF WHEN IT COMES TA COOKIN' UP A BRONX-STYLE ***BONFIRE.***

SURE HOPE EVERYONE IN THERE SPLIT IN TIME.

BUT THAT AIN'T LIKELY, SINCE I ***DOUBT*** THEM SLOBS WENT AROUND KNOCKIN' ON EVERYONE'S DOORS, LETTIN' 'EM KNOW WHAT WAS GOIN' DOWN.

I BETTER HIGHTAIL IT--!

NOWHERE, FRIEND! WITH YOUR THREE-HUNDRED POUNDS ON THOSE BURNING BEAMS, YOU WOULDN'T STAND A CHANCE.

ON THE OTHER HAND, I'M LIGHTER AND A HECKUVA LOT MORE AGILE -- SO I'M GOING IN ***ALONE***...

"... AND I WON'T NEED HELP."

LIKE MENTAL DRIFTWOOD, THOSE LAST WORDS WASH ONTO THE SHORE OF SPIDER-MAN'S CONSCIOUSNESS--THEIR IRONY MORE PAINFUL THAN THE ACRID SMOKE WHICH FILLS HIS LUNGS... OFFERING BLISSFUL ESCAPE IN OBLIVION.

THEN...

SORRY 'BOUT BUSTIN' IN ON YOU LIKE THIS, WALL-CRAWLER... AFTER YA *TOLD* ME TA STAY PUT AN' ALL. BUT I'VE NEVER *BEEN* ANY GOOD AT FOLLOWIN' ORDERS. LEAST THAT'S WHAT THEY TOLD ME BACK IN PRISON.

WRAP

BUT--*HEY*, THIS AIN'T NO TIME FER NAPPIN', MAN, 'LESS YOU'RE PLANNIN' TO BED DOWN HERE *PERMANENTLY.*

I BETTER CUT THE COMEDY--THIS LOOKS BAD. THOUGHT SOME SNAPPY PATTER MIGHT ROUSE 'IM, BUT HE AIN'T EVEN TWITCHED AN *ARM* SINCE I SHOWED.

HOPE HE AIN'T READY FOR THE SLAB *ALREADY!*

ONE OF YOU MEN GET AN *OXYGEN UNIT* SET UP FAST. I GOT AN INJURED MAN ON MY HANDS!

EASY WITH THAT MASK, DOC. HE DON'T WEAR IT IN PUBLIC 'CAUSE HE'S GOT PIMPLES.

I'LL RAISE IT NO HIGHER THAN NECESSARY, MR. CAGE. HE'S SUFFERING FROM SMOKE INHALATION THAT WOULD HAVE BEEN FAR MORE SEVERE IF HIS FACE HADN'T BEEN COVERED.

HOW YA DOIN', SHORTY? HOPE YOUR PRIDE AIN'T HURT.

RIGHT ≡koff≡ NOW... THAT'S THE *LAST* ≡koff-koff≡ WOUND I'M WORRIED ABOUT.

WELL, THAT BEIN' THE CASE, HERE'S SOMETHIN' YOU CAN *REALLY* START FLEXIN' THEM LITTLE WRINKLES OVER.

HOW DO YA S'PECT WE'RE GONNA BUST IN THERE AND GET THE REST'A THOSE FOLKS OUT?

YOU *WOULD* HAVE TO ASK THAT QUESTION, WOULDN'T YOU?

OH, PLEASE-- PLEASE DON'T LEAVE US HERE TO DIE!

DON'T WORRY MOMMY, I SAW *SPIDER-MAN* DOWN THERE!

JUST KEEP CALM, MA'AM. I'M HERE TO TAKE YOU DOWN.

IF THEY DON'T MOVE THAT BUCKET FASTER, THE WHOLE SIDE OF THE BUILDING'S LIABLE TO *COLLAPSE* ON HIM!

WRAK!

NOW JUST REACH OUT AND--

--THE WALL! IT'S FALLING ON ME!

AAAAGGH!

HE'LL BE FRIED ALIVE! ONLY ONE WAY TO REACH HIM-- *SPIDEY STYLE!*

THE POOR GUY'S PASSED OUT-- AND I'M NEXT IF I DON'T DRAG HIM LOOSE FAST. BUT THESE *FLAMES* ARE MAKING IT *MURDER* ON MY HANDS.

JUST HOLD ONTO ME, FOLKS. YOU'RE SAFE.

BUT I WANNA BE SAVED BY SPIDER-MAN!

WELL, THAT FINISHES OFF MY WEB FLUID. FROM HERE ON I'LL HAVE TO HOOF IT.

HUH?! AW, *NUTS*-- THEY FORGOT TO LOCK THE BLASTED CHERRY PICKER, AND NOW IT'S HEADING BACK INTO THE *FIRE!*

NO WAY AM I STICKING AROUND FOR THE END OF *THIS* RIDE. HAVE TO CHANCE A LONG LEAP.

Uh oh! I'M STILL PRETTY *WEAK* FROM ALL THAT *SMOKE*... DON'T THINK I PUT ENOUGH *FORCE* INTO MY SPRING!

HOPE THERE'S A NET SET UP, OR THEY MIGHT END UP WITH SPIDEY SPLATTERED ALL OVER THE PLACE.

THEN AGAIN... SOMETIMES I EVEN SURPRISE MYSELF.

GOT IT!

GRAB

WELL, THANK HEAVEN FOR STONE LEDGES THAT DON'T CRUMBLE... AND CRAZY FIRE CHIEFS RISKING THEIR *NECKS* ON ROOFTOPS.

YOU AREN'T EXACTLY A SHRINKING VIOLET *YOURSELF*, MISTER.

THE NAME'S KEN JORGENSON. THE FIRE CUT OFF MY EXIT, AND I HAD TO RETREAT UP HERE.

Whew! ANOTHER SECOND OUT THERE AND I'D'VE BEEN SO MUCH CHARCOAL. KINDA MAKES YOU WONDER...

A FEW MORE MINUTES UP HERE, AND YOU'LL WISH YOU *HAD* DIED THAT QUICKLY. AND THAT'S ONE THING--

--YOU *DON'T* HAVE TO WONDER ABOUT.

IT DON'T LOOK LIKE YOU'RE GETTIN' ANYWHERE.

THIS WHOLE BLOCK'LL BE LOST IF THAT BUILDING DOESN'T COME DOWN--*NOW!*

YOU'RE THE *ONLY* ONE WITH A CHANCE OF DOING IT, CAGE.

'COURSE YOU KNOW YOUR BOSS AN' M'MAN WEBS ARE UP ON THE ROOF.

I KNOW. WE'VE GOT NO CHOICE.

"WE GOT NO CHOICE." YEAH. THAT'S GONNA DO A *LOT* FER ME NEXT TIME I LOOK AT MYSELF IN A MIRROR AT THREE IN THE MORNIN'.

MMMMPPPHHH

WHIPPP

HELL, I *GOTTA* DO IT, AN' I *KNOW* IT. TOO MANY INNOCENT LIVES AT STAKE NOT TO.

BA DA-

KHOOM

UGH... LORD... I AIN'T *NEVER* PUT SO MUCH MUSCLE INTA SOMETHIN' I *HATED* INSIDE MORE'N THIS.

BUT SWINGIN' THIS OVERGROWN CLUB AIN'T GOT *BEANS* ON THE STRENGTH IT'S GONNA TAKE TA *LIVE* WITH MYSELF IF THEM TWO DUDES UP THERE GET WASTED.

WHILE ABOVE...

SWELL. NOW WE'VE GOT AN EARTHQUAKE TO GO WITH THE FIRE. WHAT'S *NEXT*--A WATER SHORTAGE?

ONE MORE EXPLOSION LIKE THAT, AND THIS STRUCTURE'S GOING TO FALL OUT FROM UNDER US. I-I DON'T KNOW--MAYBE IT'LL BE EASIER THAT WAY.

NYFD

DON'T PACK IT IN YET, CHIEF. JUST HANG ON FOR DEAR LIFE, 'CAUSE I'M GOING TO GET US OFF THIS ROOF--IN *ONE PIECE*.

BUT JUST BEFORE, YOU *BARELY* MADE IT ACROSS BY YOURSELF. HOW CAN YOU DO IT *NOW?*

MERE DETAILS SIR, MERE DETAILS. I'VE HAD A CHANCE TO REST AND RE-CUPERATE.

AND *THIS TIME*, I'M TAKING A RUNNING START. HOLD ON.

THAT'S IT! LIFT YOUR WEIGHT WITH MINE AND HELP ME SPRING OUT. A LITTLE BIT MORE *OOMPH* AND WE'VE GOT IT. C'MON, CHIEF.

NOW JUST ENJOY THE VIEW.

TOUCHDOWN!

OWW! THAT FELT GREAT! I NEVER THOUGHT I'D BE SO GLAD TO STUB MY FOOT IN MY LIFE.

THERE'S OUR LITTLE TREMOR-MAKER-- ***LUKE CAGE***. AND HE'S JUST ABOUT BROUGHT THE HOUSE DOWN, SO TO SPEAK.

ONLY I THINK HE'S TOO WRAPPED UP TO REALIZE--

"-- HE'S BRINGING IT DOWN ON ***HIMSELF!***"

RAKA-KROOM!

SWEET SISTER!

OH, MY GOD. IT COLLAPSED ON HIM.

ALL OF YOU--STAY BACK! I CAN GET UNDER THAT RUBBLE A DOZEN TIMES FASTER THAN A WHOLE CREW OF DIGGERS. TRUST ME.

YOU HEARD THE MAN. LET'S GIVE HIM A CHANCE.

I OWE THAT BIG CLOWN MY ***LIFE***. AND SPIDER-MAN ***ALWAYS*** PAYS HIS DEBTS.

IT'S FUNNY. I FEEL CLOSER TO CAGE THAN I DO TO A LOT OF OTHER PEOPLE I'VE KNOWN LONGER. WE'RE LONERS, AND WE KNOW IT-- AND ***WANT*** IT THAT WAY.

AND IF THAT GUY'S BEEN HURT -- OR **WORSE**, I DON'T --!

TAP TAP

IF YOU'RE LOOKIN' FOR SOMETHIN', THE *LOST AND FOUND'S* A GOOD PLACE TO START.

NOW WHAT WAS THAT YOU WUZ SAYIN' ABOUT BEIN' ***AGILE***, WEBS?

I -- oh, BOY.

AMBULANCE

HEY, WHO'S THAT?

IT'S THE FIREMAN I RESCUED FROM THE BURNING CHERRY PICKER. I WONDER HOW BADLY HE'S HURT.

FIRST AND SECOND DEGREE BURNS OVER MUCH OF HIS BODY, AND HE'S IN SHOCK -- MAY GO INTO A **COMA**. IF YOU KNOW AN EASY WAY TO TELL HIS **WIFE**, I'M ALL EARS.

NO. I-I'M SORRY, CHIEF.

IT REALLY GETS YA THINKIN' -- WHAT KINDA MAN LAYS HIS LIFE ON THE LINE, DAY AFTER DAY, KNOWIN' HE MAY BE GOIN' HOME SOME NIGHT IN A PINE BOX?

A BETTER MAN THAN YOU OR I, LUCAS. THOSE MEN ARE THE ***REAL*** HEROES IN THIS WORLD. WE'VE JUST GOT THE COSTUMES.

AMBULANCE

DEDICATED WITH RESPECT AND PRIDE TO THE F.D.N.Y., NEW YORK'S ***BRAVEST.***

NEXT ISSUE SPIDEY MEETS: **DR. STRANGE** *WITH A SPECIAL GUEST APPEARANCE BY* ***MS. MARVEL!!***

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN® AND DR. STRANGE™

DEATH CARDS AND SILVER DAGGERS!

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BYRNE AND AUSTIN

STAN LEE PRESENTS: SPIDEY AND DR. STRANGE DO TOGETHER!

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IF NOT FOR LOVE...

THE **TAROT:** TEN CARDS, PULLED FROM A DECK OF SEVENTY-EIGHT, LAID OUT IN A **CELTIC GRAND CROSS.**

IN THE HANDS OF A **CHARLATAN**, THEY'RE MERELY **CAROS**, PIECES OF PAINTED PLASTIC, BUT IN THE HANDS OF ONE WHO KNOWS AND **RESPECTS** THE FORCES BEHIND THEM, THEY CAN BE **WINDOWS** ON THE FUTURE, GATEWAYS TO A MAN'S **SOUL.**

THE TOWER
ACE of CUPS
THE HIEROPHAN
JUSTICE
THE MAG
THE MOON
THE HIGH PRIESTESS

SPIDEY KNOWS **LITTLE** OF THE TAROT AND CARES **LESS** AS HE SWINGS ACROSS **WASHINGTON SQUARE**, INTENT ON TAKING THIS SATURDAY NIGHT OFF AND **ENJOYING** HIMSELF, FOR ONCE. TO HIM, THE TAROT IS A **PARLOR GAME**, AND IF THE CARDS' PREDICTIONS ARE ACCURATE, IT'S **COINCIDENCE**--NO MORE, NO LESS.

BUT THAT'S **ALL RIGHT**, BECAUSE FOR THE MOMENT, THIS LAYOUT DOESN'T **CONCERN** HIM.

C941

THE CARDS WERE THROWN BY **DR. STRANGE...**

...WHO, IN THE LAST FEW MINUTES, HAS BECOME A VERY **WORRIED** MAN.

SPIDER-MAN?!

NO GOOD. HE MUST BE **WRAPPED UP** IN HIS OWN THOUGHTS-- HE DIDN'T **HEAR** ME.

ODD THAT HE SHOULD BE **PASSING BY** JUST NOW.

ODDER STILL THAT I SHOULD **CALL OUT** TO HIM. THIS READING MUST HAVE **UPSET** ME **MORE** THAN I THOUGHT.

THE CARDS **ARRIVED** THIS MORNING, SPECIAL DELIVERY, WITH NO RETURN ADDRESS. AN **ANCIENT** DECK, HEAVILY CHARGED WITH **POWER.**

I HAVEN'T LAID OUT A TAROT IN **YEARS**, BUT FROM THE MOMENT I **TOUCHED** THESE CARDS...

...I COULDN'T **HELP** MYSELF. I SENSE **ARCANE** FORCES AT WORK, BUT SOMETHING'S **CLOUDING** MY PERCEPTION, SMOTHERING ME IN A PSYCHIC **FOG**...

STEPHEN...?

HM? OH-- YES, CLEA?

NOTHING, REALLY-- IT'S JUST THAT YOU'VE **CLOSETED** YOURSELF HERE IN YOUR STUDY **ALL DAY...**

...SO I THOUGHT I'D COME **REMIND** YOU OF THE EARTHLY **SAYING...**

...**"ALL WORK AND NO PLAY..."**

NOT NOW, CLEA. I'M **BUSY.**

I AM STILL YOUR **DISCIPLE**, STEPHEN. AND I THOUGHT YOU HAD PROMISED NEVER TO **EXCLUDE** ME FROM YOUR WORK AGAIN.

I SEE I WAS **MISTAKEN.**

CLEA, I'M **SORRY**, I--!

*SHE LEAVES IN A **FURY**, STRANGE FOLLOWING-- WHILE BEHIND THEM, **UNNOTICED**, THE CRYSTAL ORB OF AGAMOTTO BEGINS TO **GLOW.***

MEANWHILE, A FEW BLOCKS DOWN THE **STREET**...

...WE FIND ONE OF OUR HEROES TAKING **ADVANTAGE** OF A GREENWICH VILLAGE BACK ALLEY TO DO A FAMILIAR QUICK-CHANGE ACT.

FUNNY, THE WAY MY **SPIDER-SENSE** CUT LOOSE A MINUTE AGO.

IT MUST HAVE BEEN A FALSE ALARM, THOUGH, BECAUSE **NOTHING** WAS HAPPENING.

WHICH SUITS ME **FINE**. IT'S BEEN TOO LONG SINCE I TREATED MYSELF TO A NIGHT ON THE TOWN.

PARKING AT ANY TIME

IN FACT, IF I READ ONE MORE PAGE OF NOTES OR WRITE ONE MORE **TERM PAPER**, I THINK I'LL FLIP OUT!

SO LOOK OUT, WORLD! TONIGHT BELONGS TO **PETER PARKER!** AND IT'S GOING TO BE A NIGHT TO **REMEMBER!**

MEANWHILE...

AT LEAST, CLEA'S CALMED DOWN.

IT HELPED WHEN I **REMINDED** HER THAT-- EVEN THOUGH I AM MASTER OF MYSTIC ARTS--I AM ALSO A **MAN**...

...AND MEN, OCCASIONALLY, ARE **ABSENT-MINDED**.

NOW FOR THE TAROT LAYOUT-- **JUSTICE** CROSSED BY THE **THREE OF SWORDS**. A BALANCE RESTORED, THE **MAGICIAN** HAVING OVERCOME THE **HIEROPHANT, INVERTED**.

THE MAGICIAN IS **ME**, BUT WHO DOES THE HIEROPHANT **REPRESENT**?

THE THREE OF SWORDS MEANS THAT WHILE ONE **BALANCE** HAS BEEN RESTORED, ANOTHER HAS BEEN **UPSET**...

THE ORB GLOWS **BRIGHTER** NOW, BUT DR. STRANGE DOES NOT **NOTICE**...

...AS A FEW BLOCKS AWAY, NEAR ABINGDON SQUARE, OUR THIRD PLAYER MAKES HER **ENTRANCE.**

IT'S BEEN A KILLER WEEK FOR **CAROL DANVERS**, THE KIND WHEN **NOTHING** GOES RIGHT.

LATELY, SHE AND **JONAH JAMESON** HAVE BEEN ARGUING MORE AND MORE OVER "WOMAN" MAGAZINE'S EDITORIAL POLICY. AND THOUGH CAROL HAS BEEN **WINNING** ALL THE BATTLES, SHE HAS THE NAGGING FEELING SHE'S **LOSING** THE WAR.

THIRTY HOURS OF WORK WITHOUT A **BREAK**--BUT AT LEAST THIS ISSUE OF "**WOMAN**" IS ON ITS WAY TO THE PRINTERS.

BUS STOP

BY HALA, THERE HAS TO BE AN **EASIER** WAY TO MAKE A LIVING.

ALL I WANT NOW IS A **HOT BATH**, AND...

MOVE IT HONEYBUNCH!

HEY!!

FALLING TOWARDS THAT MAN--CAN'T TWIST OUT OF HIS **WAY!**

MISS, WATCH OUT--! **WHOUUFFF!**

ARE YOU **WELL**, MISS? THAT WAS A **NASTY** FALL.

WONG! DR. STRANGE'S MANSERVANT!*

I'M... AH, **FINE**, THANK YOU. SORRY ABOUT THE COLLISION. SOME CLOWN ON THE BUS **PUSHED** ME.

MY NAME IS **WONG**. BUT YOU NEED NOT CONCERN YOURSELF WITH...

WHAT A **MESS**. I REALLY AM **SORRY**, MR...

DON'T BE SILLY. THE **LEAST** I CAN DO IS HELP YOU PICK UP YOUR GROCERIES.

*THEY MET AFTER DEFENDERS#57--BOB.

AHEAD OF ME, I FACE THE TEN OF SWORDS--*MORTAL CONFLICT*-- THE THREE OF CUPS INDICATES I WILL NOT FACE IT *ALONE*.

YET, THE CARD OF THE *HIGH PRIEST-ESS-- INVERTED*-- WARNS THAT MY STRUGGLE WILL BE *FUTILE*...

"...AND I WILL *LOSE* THAT WHICH I HOLD MOST *DEAR*."

HE'S STILL *HARD* AT WORK. HE SAID HE WOULDN'T BE LONG, BUT FROM THE *LOOKS* OF THINGS...

...HE'LL BE BUSY *ALL NIGHT*.

ODD, HIS STUDY IS DEATHLY *COLD*.

AND THE *AIR*-- SUDDENLY IT REEKS OF...*EVIL*. WHY DOESN'T STEPHEN *NOTICE*?

WHAT'S THAT LIGHT? NO!

STEPHEN-- *BEHIND YOU! THE ORB OF AGAMOTTO!!*

STEPHEN!

DEMONS OF DENAK!!

A *DEMON FORM*, ERUPTING OUT OF THE ORB! *ATTACKING* ME AND CLEA!

BUT THAT'S *IMPOSSIBLE!* THE ORB IS A *TOOL*, ITS ACTIONS DIRECTED SOLELY BY *ME*. IT CAN NO MORE *TURN* ON ME THAN I CAN TURN ON *MYSELF*.

UNNNGNH!

IMPOSSIBLE OR NOT, IT'S HAPPENING!

A *MASTERFUL* ATTACK. I'LL ONLY HAVE *ONE* CHANCE TO COUNTER IT!

BY THE WISDOM OF OSHTUR-- BY THE CURSE OF WATOOMB-- LET THE FORCES WHICH THREATEN NOW KNOW ONLY *DOOM*!

ECTOPLASMIC TENTACLES ARE HITTING ME LIKE *STEEL BARS*, KEEPING ME *OFF-BALANCE* PHYSICALLY...

...WHILE THE MONSTER'S *PSYCHIC* CLAWS TEAR AT MY *MIND*!

NAME OF A NAME-- MY SPELL HAD *NO EFFECT*!

STEPHEN-- IT'S CRUSHING ME! *NO*! MY SOUL-- IT'S *STEALING* MY SOUL!!

AAARRRGH!

SHE SCREAMS, AND IN THAT INSTANT, SO DOES *HE*...

...HIS BEING TORN ASUNDER AS THE TELEPATHIC RAPPORT HE SHARES WITH HIS DISCIPLE TRANSMITS HER *AGONY* TO HIM.

HE FEELS CLEA'S SOUL *WRENCHED* FROM HER, LEAVING HER *HOLLOW* AND WORSE THAN DEAD.

IT'S MORE PAIN THAN THE MIND OF MAN CAN *COMPREHEND*, MORE THAN EVEN A MASTER OF THE MYSTIC ARTS CAN STAND.

I WONDER HOW DOC IS? PITY I CAN'T ASK WONG ABOUT HIM WITHOUT RISKING MY *SECRET IDENTITY.*

ALMOST DONE, WONG. LUCKILY NOTHING WAS BROKEN.

I AM *GRATEFUL* FOR YOUR ASSISTANCE, MISS DANVERS.

WONG...

MASTER...

CLEA...ME... ATTACKED... COME QUICKLY, WONG! HELP USSSSS...

MASTER!

WHAT THE--?!

THAT CRY-- WONG SOUNDED *TERRIFIED.* AND NOW HE'S RUNNING OFF AND LEAVING HIS GROCERIES.

SOMETHING'S *WRONG.* AND I THINK I'D BETTER FIND OUT *WHAT.*

A MINUTE LATER, NOT FAR AWAY...

HEY!--YOU ALMOST *RAN* INTO ME! THIS IS A *SIDEWALK*, NOT A *DEMOLITION DERBY!* ISN'T IT...?

HE ISN'T EVEN *SLOWING* DOWN.

WAIT A MINUTE-- I *KNOW* THAT GUY!

IT'S *WONG*, DOC STRANGE'S BUTLER.

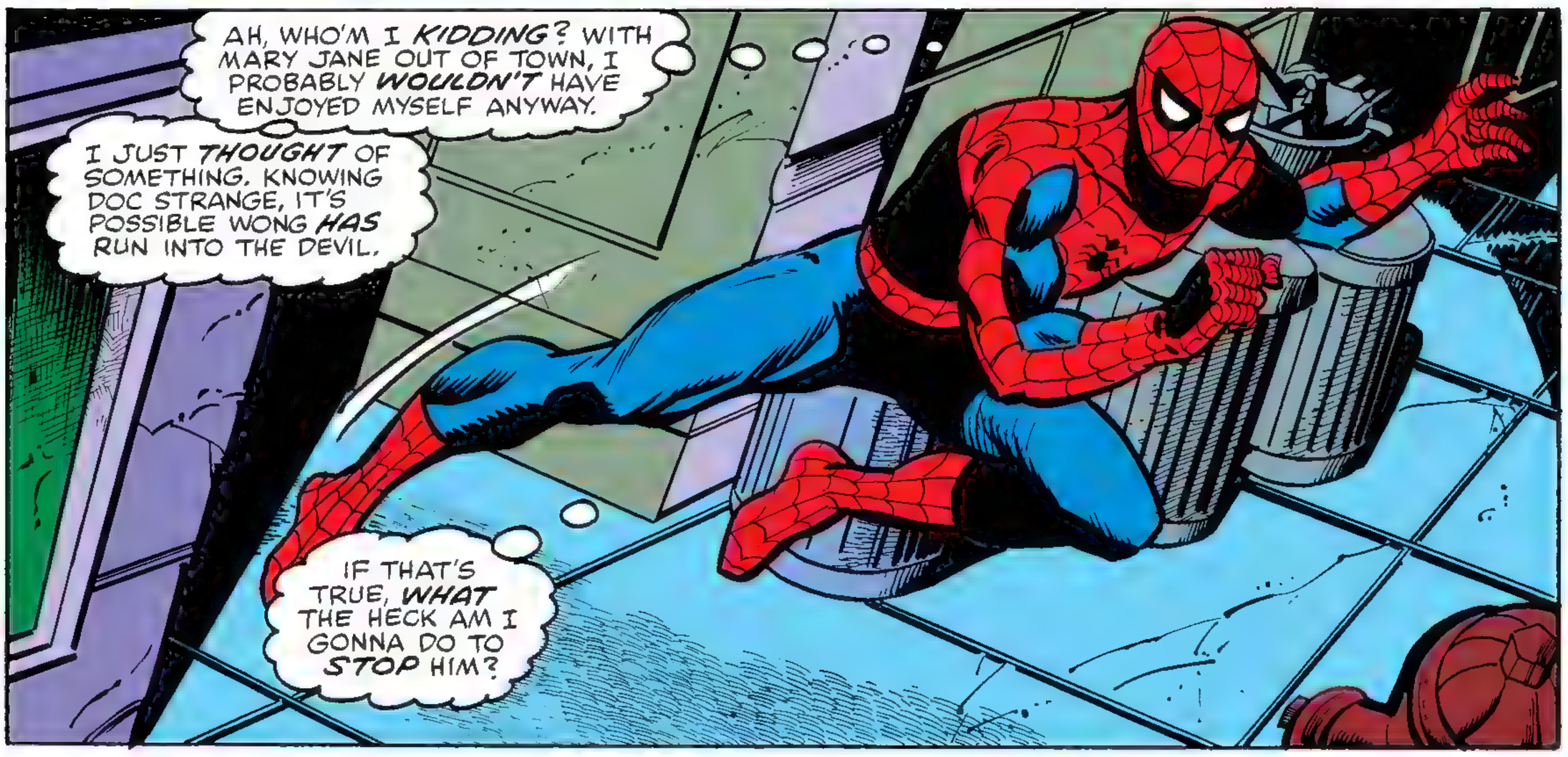
AND DOWN THE STREET-- THAT'S DOC'S *HOUSE.*

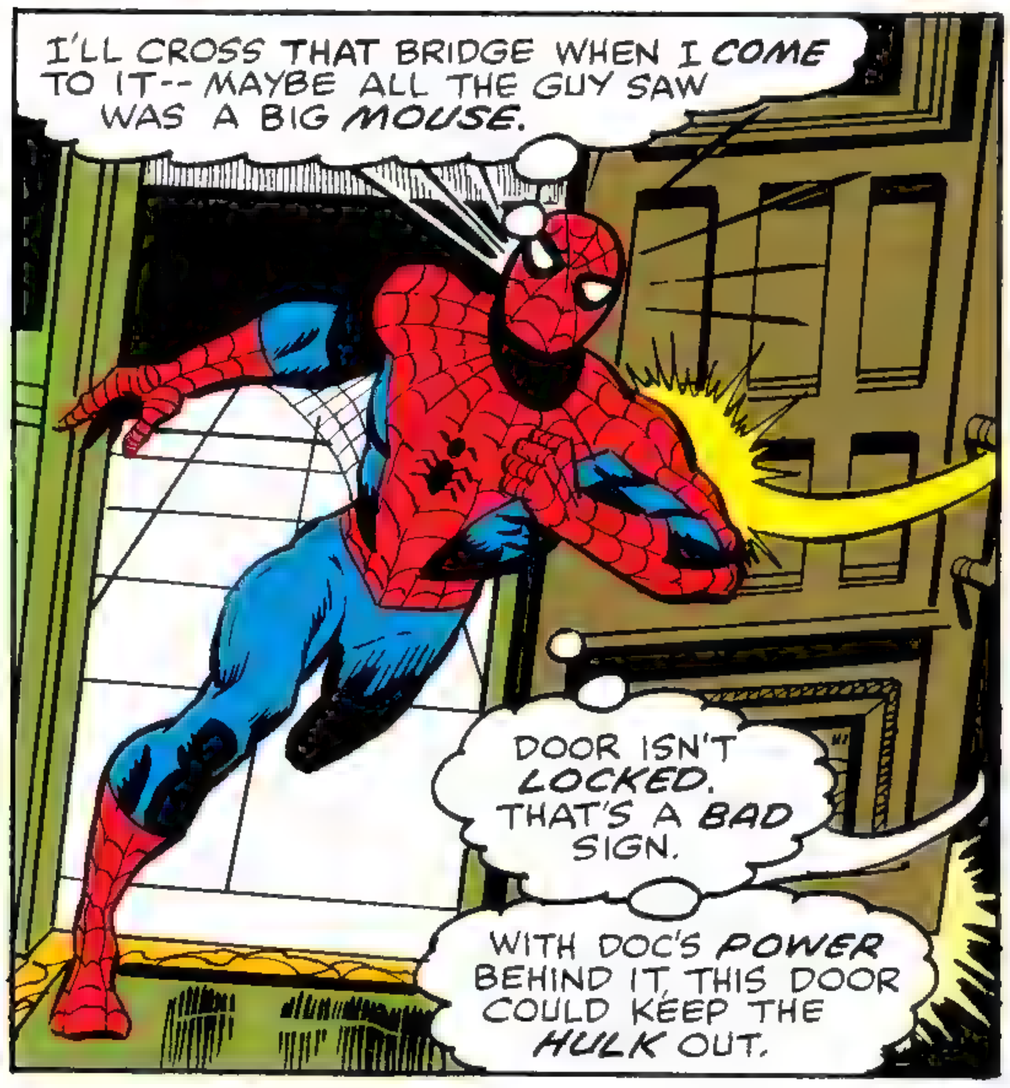
UH-OH! MY SPIDEY-SENSE JUST KICKED INTO *HIGH GEAR.*

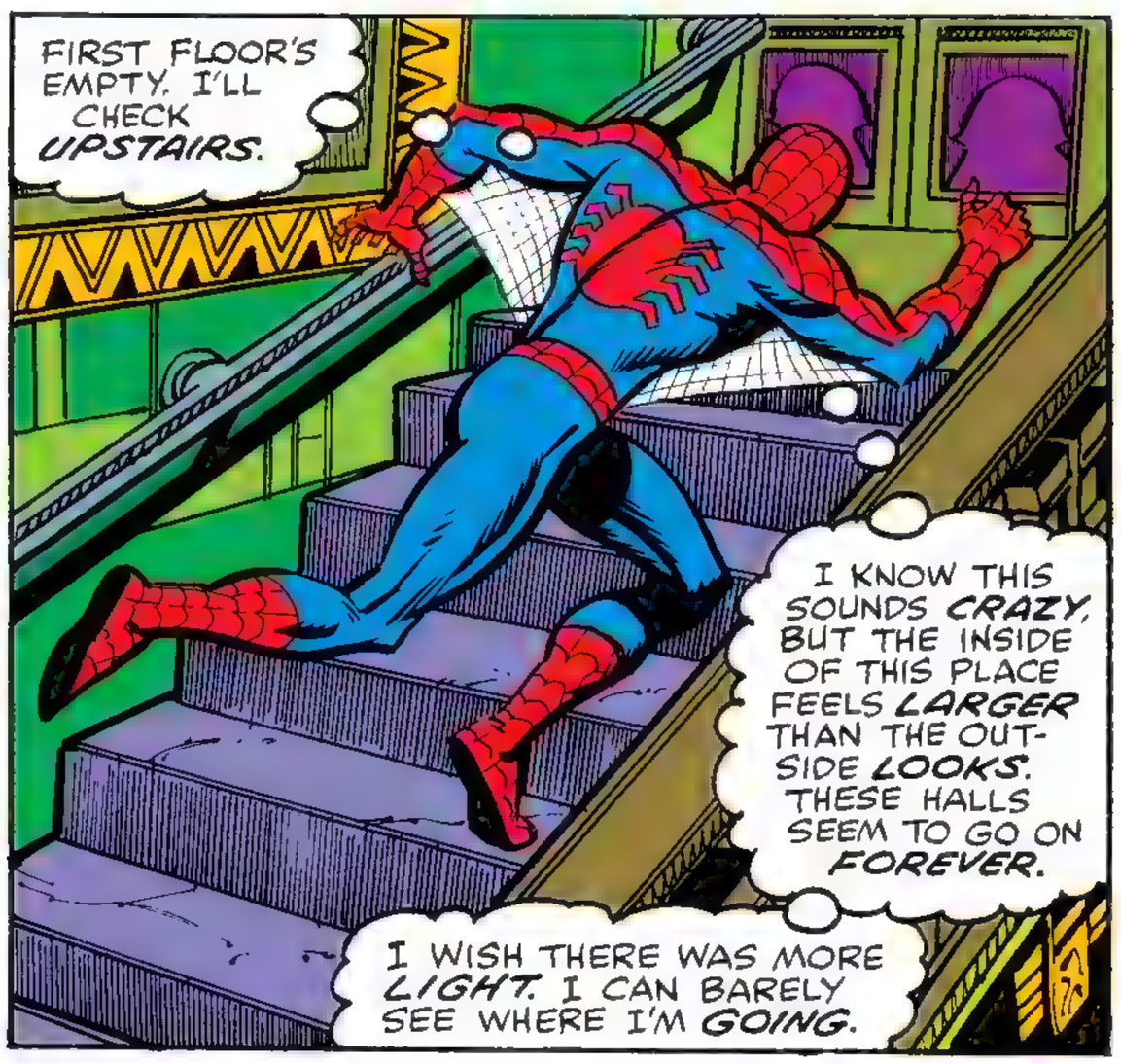
SOMETHING TELLS ME MY NIGHT ON THE TOWN IS ABOUT TO BITE THE *DUST.*

AND THAT SCREAM MAKES IT OFFICIAL!

GOTTA MOVE FAST! WONG WAS MOVING AS IF THE DEVIL HIMSELF WERE ON HIS TAIL.
SO MUCH FOR FUN AND GAMES IN THE SWINGING VILLAGE!


AH, WHO'M I KIDDING? WITH MARY JANE OUT OF TOWN, I PROBABLY WOULDN'T HAVE ENJOYED MYSELF ANYWAY.
I JUST THOUGHT OF SOMETHING. KNOWING DOC STRANGE, IT'S POSSIBLE WONG HAS RUN INTO THE DEVIL.
IF THAT'S TRUE, WHAT THE HECK AM I GONNA DO TO STOP HIM?


I'LL CROSS THAT BRIDGE WHEN I COME TO IT-- MAYBE ALL THE GUY SAW WAS A BIG MOUSE.
DOOR ISN'T LOCKED. THAT'S A BAD SIGN.
WITH DOC'S POWER BEHIND IT, THIS DOOR COULD KEEP THE HULK OUT.


FIRST FLOOR'S EMPTY. I'LL CHECK UPSTAIRS.
I KNOW THIS SOUNDS CRAZY, BUT THE INSIDE OF THIS PLACE FEELS LARGER THAN THE OUT-SIDE LOOKS. THESE HALLS SEEM TO GO ON FOREVER.
I WISH THERE WAS MORE LIGHT. I CAN BARELY SEE WHERE I'M GOING.

IF I REMEMBER RIGHT, THIS SHOULD BE DOC'S INNER *SANCTUM.*

WONG-- DOC?! IT'S ***SPIDER-MAN.*** IS EVERYTHI--

--OH, MY GOD.

*IT'S A **LONG** TIME BEFORE SPIDEY CAN BRING HIMSELF TO SPEAK, AND WHEN HE FINALLY DOES, IT'S IN A BARELY AUDIBLE WHISPER.*

WONG, WHAT ***HAPPENED?!*** WHAT... ***DID*** THIS?!?

I DO NOT ***KNOW,*** SPIDER-MAN. I HEARD ***SCREAMS*** IN MY MIND, FROM BOTH MY MASTER AND MISS CLEA.

AND THEN, SUDDENLY-- ***NOTHING.***

ARE THEY--?

I DO NOT KNOW. I AM ***ASHAMED.*** I HAVE BEEN TOO ***FRIGHTENED*** TO EVEN APPROACH THEM.

LET'S GET ***TO*** IT, THEN. IF THEY'RE STILL ***ALIVE,*** MAYBE WE CAN-- ***HOLD IT!***

MY SPIDER-SENSE IS ***SCREAMING!*** WE'RE NOT ***ALONE*** IN HERE!

HELLO, WALL-CRAWLER. LONG TIME, NO SEE.

DO I *KNOW* YOU, LADY?

THE *COSTUME'S* CHANGED, MY FRIEND, BUT NOT THE WOMAN WEARING IT, OR HAVE YOU SO QUICKLY *FORGOTTEN*--

--MS. MARVEL?*

I REMEMBER MS. MARVEL, BUT LIKE YOU SAY, THE COSTUME'S CHANGED. HOW DO I KNOW YOU'RE *REALLY* HER?

YOU COULD CHECK MY BONAFIDES WITH THE *AVENGERS*, I SUPPOSE, BUT OUTSIDE OF THE *WASP*, THEY HAVEN'T SEEN THIS OUTFIT, EITHER.

ON THE OTHER HAND, YOU COULD SIMPLY *TRUST* ME,

*THEY FIRST MET IN *MTU* #62 --BOB.

AFTER ALL, HOW DO I KNOW YOU'RE REALLY *SPIDER-MAN*?

POINT TAKEN, MS. M.

C'MON, LET'S SEE TO *DOC*.

*BUT BEFORE **EITHER** HERO CAN MAKE A **MOVE**...*

W-WONG...?

ARE YOU... THERE...? I NEED YOUR...HELP...

MASTER!

TAKE DOC INTO THE *NEXT* ROOM, SPIDEY. I'LL TAKE CARE OF *CLEA*.

LATER...

MASTER, YOU SHOULD *NOT* BE ON YOUR *FEET!* YOU WERE NEAR *DEATH*--!

WITH CLEA'S *LIFE* AT STAKE, FAITHFUL ONE, I DARE NOT TAKE THE *TIME* NEEDED FOR A *NATURAL RECOVERY.*

THE *SPELL OF REJUVENATION* HAS RESTORED MY *STRENGTH*-- THOUGH WHEN IT WEARS OFF IN A DAY OR TWO, I'LL PROBABLY WISH I'D STAYED IN *BED.*

CAN'T YOU DO THE *SAME* FOR CLEA?

I'VE *TRIED*, SPIDER-MAN. BUT CLEA'S SOUL HAS BEEN *TORN* FROM HER BODY AND HURLED INTO THE MYSTIC *ORB OF AGAMOTTO.* MY STRONGEST SPELLS HAVE *FAILED* TO BRING HER BACK.

WE MUST *RESCUE* HER, AND QUICKLY-- BEFORE THE ORB'S REALM OF *UNREALITY* DRIVES HER MAD, OR WORSE-- DRAWS HER TO THE LAND OF *DEATH.*

THE TAROT CARDS *WARNED* ME OF THIS. WE MUST FIND WHOEVER SENT THEM. OUR ONLY CLUE IS THE POSTMARK ON THE BOX-- THEY WERE MAILED IN *NEW ORLEANS.*

I WISH YOU LUCK, DOC, BUT I THINK YOU'D BETTER COUNT ME *OUT.*

I'M JUST A *NEIGHBOR-HOOD* WALL-CRAWLER--

-- BLACK MAGIC HAS ALWAYS BEEN A BIT OUT OF MY *LEAGUE.*

I WILL NOT *FORCE* YOU, SPIDER-MAN.

BUT...THE WOMAN I LOVE IS *DYING*, AND I NEED YOUR HELP TO SAVE HER.

PLEASE, MY FRIEND...

AH... OKAY, DOC, COUNT ME IN.

*THE MYSTIC MAGE **GESTURES** AND-- IN A SILENT PUFF OF SMOKE-- THE THREE OF THEM ARE...*

...GONE.

CHAPTER 2

DEATH WAITS AT BAYOU DIABLE!

BOURBON STREET, IN NEW ORLEANS' FABLED **FRENCH QUARTER**. IT'S SAID YOU CAN FIND THE BEST **JAZZ** IN THE WORLD HERE, AND MORE OFTEN THAN NOT, THAT'S STILL **TRUE**.

BUT THESE DAYS, THE JAZZ CLUBS SHARE THE STREET WITH CHEAP BARS AND **HONKY-TONK DISCOS**. AN ATMOSPHERE FRAUGHT WITH OLD WORLD MYSTERY NOW REEKS OF HOME-GROWN **SLEAZE**, AND NO ONE SEEMS ABLE TO **STOP** IT.

NONE OF THE **TOURISTS** CROWDING THE STREET SEEM TO **MIND**, THOUGH. TO THEM, THIS IS A **MAGIC** TIME AND PLACE.

AND, IN A WAY, TONIGHT THEY'RE **RIGHT**.

UH, DOC-- IS THIS WHAT YOU CALL AN *UNOBTRUSIVE* ARRIVAL?

MY **APOLOGIES**, SPIDER-MAN.

BILLY, **LOOK!** THOSE PEOPLE JUST **POPPED** OUT OF THIN AIR!

LORIE, THAT'S **SPIDER-MAN!** LET'S GET HIS **AUTOGRAPH!**

A SIMPLE **ENCHANTMENT** WILL ERASE THEIR **MEMORIES** OF US...

...AND WILL ALSO **CLOAK** US IN MORE... **APPROPRIATE** GUISES.

FOR THE MOMENT, THE **FEWER** WHO RECOGNIZE YOU, THE **BETTER**.

WHICH WAY *NOW*, DOC?

A MOMENT, PLEASE. *THERE*. I THINK I'VE GOT IT-- *YES!*

AN ASTRAL *ENERGY TRAIL*, STANDING OUT IN MY MIND LIKE A SUPER-HIGHWAY.

WHOEVER SENT THE TAROT DECK IS MAKING IT VERY *EASY* FOR US TO FIND THEM.

*THE TRAIL LEADS SOUTH **AWAY** FROM THE CITY, DEEP INTO THE **BAYOU** COUNTRY THAT LINES THE MISSISSIPPI RIVER, UNTIL...*

IS *THIS* OUR DESTINATION? A RAMSHACKLE SHANTY IN THE MIDDLE OF *NOWHERE*?!

*WITH **DOC** IN THE LEAD, THEY STEP ACROSS THE **ROTTING** PORCH AND PUSH THROUGH THE **FRONT DOOR**...*

*...ONLY TO BE **STOPPED** DEAD IN THEIR TRACKS BY WHAT THEY **FIND** INSIDE.*

DOC, THIS IS THE *DARNDEST* SHACK I'VE EVER SEEN.

IT'S-- *BEAUTIFUL.*

WELCOME, STEPHEN STRANGE.

ENTER *FREELY*, AND OF YOUR OWN *WILL*.

A *WOMAN*--GREETING ME WITH THE WORDS *DRACULA* USED TO WELCOME JONATHAN HARKER. ANOTHER *WARNING*--?!

THANK YOU, MADAM. WE HAVE COME A *LONG* WAY, AND WE HAVE MANY *QUESTIONS*--

--NOT THE *LEAST* OF WHICH IS, WHO *ARE* YOU?

I AM *MARIE LAVEAU*, SORCERESS, CALLED BY THOSE WHO KNOW ME *WELL*--

--THE *WITCH-QUEEN* OF NEW ORLEANS.

HER TAROT CARDS-- THAT'S THE *SAME* LAYOUT I THREW BACK IN NEW YORK!

I SENSE GREAT POWER IN THE WOMAN-- BUT NO *THREAT.*

I AM IN NO MOOD FOR FENCING, MARIE LAVEAU. *WHY* HAVE YOU LURED US HERE? WHAT PART DO YOU PLAY IN THIS *NIGHTMARE*?!

THAT OF A *FRIEND*, MAGE, ELSE I WOULD NOT HAVE SENT YOU A WARNING THROUGH THE *TAROT.*

BE SEATED, MES AMIS, AND I WILL TRY TO TELL YOU ALL YOU WISH TO KNOW.

YOUR *BEING* HERE MEANS MY WARNING CAME *TOO LATE*, AS THE CARDS FORETOLD, DR. STRANGE--YOU HAVE JUST *FOUGHT* FORCES MAGICAL, MALIGN, AND UNKNOWN, AND YOU HAVE *LOST.*

NOW THE WOMAN YOU LOVE STANDS IN *PERIL* OF HER IMMORTAL *SOUL*, AND YOU AND YOUR COMPANIONS MUST DO *BATTLE* TO SAVE HER. UNFORTUNATELY, YOU DO NOT KNOW THE IDENTITY OF YOUR *FOE.*

I *DO*, DR. STRANGE. HE IS A SELF-STYLED SLAYER OF DEMONS, A RENEGADE PRINCE OF THE HOLY MOTHER CHURCH--

--SILVER DAGGER!

INSTANTLY STRANGE'S MIND IS FLOODED WITH MEMORIES OF THIS MAN--

--WHOSE ENCHANTED DAGGER ALMOST *KILLED* HIM WHILE HE SLEPT.

IN A DESPERATE EFFORT TO SAVE HIS LIFE...

...STRANGE *DREW* ON THE POWER OF THE *ORB OF AGAMOTTO*, ONLY TO FIND HIMSELF DRAWN INTO IT. THERE, IN THE REALM OF UN-REALITY, STEPHEN STRANGE *DIED.*

ONLY TO FIND HIMSELF REBORN AS THE *SORCERER SUPREME.*

WITH CLEA'S HELP, HE DEFEATED HIS FOE, AND AS THEY BOTH WATCHED, SILVER DAGGER WAS DRAWN *FOREVER* INTO THE SAME *ABYSS* THAT HAD ALMOST CLAIMED DR. STRANGE.*

*AS CHRONICLED IN *DR. STRANGE* #'S 1-5 --BOB.

INTERLUDE...

SURROUND THE SHACK, MY BROTHERS!

AND IF YOU *VALUE* YOUR LIVES AND SOULS, MAKE NOT THE SLIGHTEST *SOUND!*

YOU THOUGHT HIM TRAPPED *FOREVER*, BUT YOU WERE *WRONG*.

YOU *FORGOT* THAT WHAT THE *EYE* OF AGAMOTTO KNOWS, THE *ORB* KNOWS-- AND WHAT THE ORB KNOWS, ALL *WITHIN* IT KNOW.

SILVER DAGGER REMAINED *HELPLESS* UNTIL A FEW WEEKS AGO, WHEN THE EYE WAS *STOLEN* BY THE CULT OF THE *HARVESTERS OF EYES*.

"THEY USED IT AS A *GATEWAY* TO BRING AN ANCIENT *DEMON RACE* BACK TO EARTH. YOU AND THE *DEFENDERS* FOUGHT THE CULT, DR. STRANGE...

"...AND, IN THE END, *REGAINED* THE EYE, SEALING THE GATEWAY AND PREVENTING THE DAY OF *XENOGENESIS*.*

**SEE DEFENDERS #S 58-60 --BOB.*

BUT WHILE THE EYE WAS BEING USED AS THE GATEWAY, IT--AND THE *ORB*-- WERE FLOODED WITH THE *TOTALITY* OF THAT DEMON RACE'S *ELDRITCH LORE*.

AND WITHIN THE ORB WAS A MAN WHOSE OCCULT SKILL *RIVALS* YOURS, WHOSE ENTIRE BEING IS *CONSUMED* BY ONE THOUGHT: *VENGEANCE*.

AS YOU *YOURSELF* SAID, SILVER DAGGER IS A MAN OF *LEARNING*. IN THIS CASE, HE HAS LEARNED SUPREMELY *WELL*.

THE ORB IS *HIS* TO COMMAND. AND CLEA IS HIS *PRISONER*.

I'M STILL *PUZZLED*, MADAME LAVEAU-- *WHY* ARE YOU HELPING ME?

SELF-INTEREST, MAGE.

ONCE DAGGER *SLAYS* THE SORCERER SUPREME, IT WON'T BE *LONG* BEFORE HE COMES FOR *ME*.

OF COURSE.

SOUNDS *PLAUSIBLE* ENOUGH, YET I'M SURE--SOMEHOW, SOMEWHERE--SHE'S *LYING*. THERE ARE *WHEELS* TURNING WITHIN WHEELS HERE, AND ALL OF THEM BESPEAK *DEADLY DANGER*.

AND, IF I READ THE TAROT LAYOUT *CORRECTLY*, ONE THING MORE--*BETRAYAL*.

BUT BETRAYAL BY *WHOM*-- WHEN, WHERE, *HOW*?!?

GREAT AGAMOTTO'S EYE, WHOSE GAZE TOUCHES ALL WORLDS--

--TURN THY LIGHT ON THE ORB. LET THE TRUTH STAND UNFURLED!

DORMAMMU'S DEMONS!

CLEA!!

STEPHEN!

HELP ME, MY LOVE! IN THE NAME OF THE VISHANTI--

--HELP ME!!

YOU'RE *TOO LATE*, WARLOCK!

MY SNARE *FAILED* TO CATCH YOU, BUT THE *GIRL* IS PRIZE ENOUGH FOR NOW. SHE'S A *WITCH*, STRANGE, AND WE ALL KNOW THE *PENALTY* FOR WITCHCRAFT--

--DEATH BY FIRE!

OMNIPOTENT OSHTUR, HE MEANS TO *BURN* HER AT THE STAKE. AND IF HER SOUL *DIES* WITHIN THE ORB...

HER *BODY* WILL DIE ON EARTH.

I MUST *GET* TO HER-- BUT *HOW*?! I'VE TRIED TO ENTER THE ORB, BUT HE'S *CLOSED* IT TO ME.

THERE IS A *WAY*, MAGE. THAT IS *WHY* THE CARDS BROUGHT YOU TO ME. IF YOU WISH TO *SAVE* YOUR LOVE...

...YOU MUST FIRST MASTER THE *SHIATRA BOOK OF THE DAMNED*.

INTERLUDE...

ALL IS IN *READINESS*.

AT OUR MISTRESS' SIGNAL, WE WILL *ATTACK*--

--AND *ALL* WITHIN, SAVE HER, WILL *DIE!*

THE SHIATRA BOOK IS SUPPOSEDLY THE **OLDEST** OCCULT TOME IN CREATION. LEGEND SAYS THAT THE **NECRONOMICON** IS ITSELF DERIVED FROM A SMALL PART OF THE SHIATRA LORE.

LEGEND ALSO SAYS THE LORE IS **EVIL.**

WHAT IS EVIL, MAGE? THE SHIATRA LORE IS **POWER**--NO MORE, NO LESS. IT CAN BE USED FOR EVIL, OR FOR **GOOD.** THAT DEPENDS SOLELY ON THE SORCERER WHO **WIELDS** IT.

SHE MAKES IT SOUND SO **EASY** AND SO **SAFE.** BUT WHERE THE SHIATRA LORE IS CONCERNED, I CAN AFFORD NO **MISTAKES.**

I WISH THERE WERE SOME **OTHER** WAY.

WELL, MAGE, WILL YOU **ACCEPT** MY AID?

WHEN I KNOW YOUR **PRICE.**

CONSIDERING WHAT IS AT **STAKE,** MY FRIEND, DOES THE PRICE REALLY **MATTER?**

PERHAPS NOT.

THEN LET US BE **GONE!**

PREPARE YOURSELF, STEPHEN STRANGE, TO **LEARN** THAT WHICH IS KNOWN TO ONLY **ONE** OTHER PERSON ON EARTH!

HUH--?!?

DOC!!

HE'S **OUT COLD!** HE MUST HAVE SENT HIS **ASTRAL FORM** OUT FOR A **STROLL!**

I GUESS HE **KNOWS** WHAT HE'S DOING. ALL **I** KNOW IS THAT THE INSTANT HE FADED, MY **SPIDEY-SENSE** KICKED INTO HIGH GEAR! WE'RE ON OUR OWN, MS. MARVEL, AND ALL OF A SUDDEN, THAT **SCARES** ME.

THE ROOM AROUND THEM FALLS **SILENT,** ITS SHADOWS BLACK AND **IMPENETRABLE,** WHILE OUTSIDE, THEIR WEAPONS GLEAMING IN THE MOONLIGHT, THE UNSEEN **SKULKERS** PREPARE TO **STRIKE.**

NEXT

IF I'M TO LIVE... MY LOVE MUST DIE!

STILL ONLY 35¢

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN®

AND

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WHEN STRIKES THE SILVER DAGGER!

Stan Lee PRESENTS: SPIDER-MAN AND MS. MARVEL!

CHRIS CLAREMONT AUTHOR * CHAYKIN, ACLIN & ORTIZ ART * JOE ROSEN LETTERS * MARIO SEN COLORS * A. MILGROM EDITOR * J. SHOOTER EDITOR-IN-CHIEF

IF I'M TO LIVE... MY LOVE MUST DIE!

THIS IS THE SANCTUM SANCTORUM OF MARIE LAVEAU--SELF-STYLED WITCH-QUEEN OF NEW ORLEANS.

DR. STRANGE HAS COME HERE SEEKING HER HELP TO RESCUE THE SOUL OF THE WOMAN HE LOVES--HIS DISCIPLE, CLEA--

--FROM ITS NIGHTMARE PRISON WITHIN THE ORB OF AGAMOTTO.

YIELDING TO A NAMELESS, INEXPLICABLE FEELING OF DREAD, HE HAS BROUGHT SPIDER-MAN AND MS. MARVEL--BOTH IN DISGUISE--WITH HIM...

...UNAWARE THAT THE THREE OF THEM HAVE JUST WALKED INTO A CUNNING, DEADLY TRAP!

HE HEARS THE SOUND OF BELLS...

...AND THEN OUR WORLD DIS-APPEARS AROUND HIM...

...TO REFORM A SPLIT-INSTANT LATER AS THE INFINITE GRAY SPACE THAT IS THE BED-ROCK LEVEL OF THE ASTRAL PLANE.

HE SENSES MARIE LAVEAU BESIDE HIM, HER ASTRAL FORM GUIDING HIS UP THROUGH THE SEEMING-LY ENDLESS LEVELS OF REALITY. MOST ARE FAMILIAR TO HIM, BUT SOON, THEIR COURSE TAKES THEM DOWN TO PATHWAYS HE'S NEVER EXPLORED.

THERE'S A MOMENT'S RESISTANCE AS HER MIND REACHES OUT TO HIS-- HE STILL DOESN'T TRUST HER. YET IF CLEA IS TO BE SAVED, HE MUST.

HIS DEFENSES COME DOWN, AND HIS FACE TWISTS WITH A SUDDEN STAB OF AGONY AS MARIE BINDS THEIR MINDS TOGETHER IN A FULL TELE-PATHIC RAPPORT. STRANGE IS COMMITTED NOW; THERE CAN BE NO TURNING BACK.

WHATEVER HAPPENS, HE IS AT THE WITCH-QUEEN'S MERCY...

...IN MORE WAYS THAN ONE.

SPIDEY, OUR DISGUISES ARE FADING AWAY, REVEALING OUR TRUE SELVES!

THAT ISN'T ALL, MS.M-- MY SPIDER SENSE JUST KICKED INTO HIGH GEAR!

AND HERE COMES THE REASON WHY!

KILL THE INTRUDERS! OUR DARK MISTRESS COMMANDS IT!

BAM!

BLAM!

YOU WERE SAYING SOMETHING ABOUT BEING BORED?

SPIDER-MAN, GET DOC TO SAFETY!

SO LONG AS HE'S IN A TRANCE, HE'S VULNERABLE, AND IF HIS PHYSICAL FORM IS SLAIN, HIS SPIRIT WILL DIE WITH IT!

WHAT'RE YOU GONNA DO, MS. M?!

WHAT COMES *NATURALLY*, WEB-SLINGER.

ANY OBJECTIONS?

WOK!

BOK!

SOK!

WHAM!

NOPE. A WHOLE LOT MORE HAS CHANGED ABOUT THAT LADY THAN HER *COSTUME*. SHE SOUNDS SURE OF HERSELF...

BRAK!

...AND A LOT MORE *HUMAN*, TOO. COMPLETE WITH A SENSE OF *HUMOR*.

*THE BATTLE IS **SHORT** AND SWEET--*

--SPIDEY AND MS. MARVEL DECKING THEIR ASSAILANTS WITH RIDICU-LOUS EASE...

*...ONLY TO SEE EACH MAN GET TO HIS FEET AS IF HE HADN'T BEEN **TOUCHED**.*

*AND IN THE SPACE OF ONLY A FEW MINUTES, WHAT HAD SEEMED LIKE AN EASY **VICTORY** BECOMES SOMETHING FAR **DIFFERENT**.*

NO MATTER HOW HARD WE TRY TO CLOBBER THESE GOONS, THEY JUST KEEP ON *COMING!*

THIS IS IMPOSSIBLE!

THESE FANATICS STAY AS FRESH-- AS *IN-VULNERABLE*-- AS EVER!

THEY'RE FORCING US TOWARDS *DOC!* HE'S THEIR REAL *TARGET!*

AND I DON'T KNOW HOW TO *STOP* 'EM!

ON THE ASTRAL PLANE, DR. STRANGE KNOWS **NOTHING** OF THIS...

...AS MARIE LAVEAU FLOODS HIS MIND WITH DEMONIC LORE SO ANCIENT AND **MALEFIC** THAT IT TAKES ALL HIS STRENGTH OF WILL TO KEEP FROM BEING **OVERWHELMED.**

HE KNOWS HE'S TAKING A **TERRIBLE** RISK...

...BUT FOR CLEA'S SAKE, HE ENDURES, UNTIL...

TOO **LATE**, MAGE. THE TRAP IS **SPRUNG.**

NOT ALL YOUR POWER CAN SAVE YOU NOW.

WHA--?!

THE ANKH, APPEARING ON MY FOREHEAD! I'M IN MORTAL **DANGER!**

MS. M, WHAT'S **HAPPENING**?! THESE LIGHTS, SOUNDS -- THE WORLD'S GOING **CRAZY**--!

LOOK OUT! BEHIND US--!

A **PITY**, MY FRIEND.

YOU WERE MY LAST REAL **HOPE.**

BY THE DARK POWER OF STRIFE, FUELED WITH THE HATE OF SATANNISH, **SMASH** THE MIRROR OF LIFE AND LET DR. STRANGE-- **VANISH!**

AARRRGH!

SILVER DAGGER HAS RETURNED!!

REJOICE, YE CHILDREN OF THE LORD, FOR THE HOUR OF RIGHTEOUS RETRIBUTION IS AT HAND!

AND THIS TIME, *NONE* SHALL STAY ME FROM MY TRUE DESTINY. THE WORLD WILL BE MADE PURE, AND ANY WHO DARE *OPPOSE* ME IN MY HOLY WORK--

--WILL PAY THE *FINAL* PRICE!

PAL, I'VE SEEN SOME *LOONIES* IN MY LIFE, BUT YOU'RE IN A CLASS BY YOURSELF.

LET'S SEE HOW *LOUD* YOU CROW WHEN I'VE BROKEN FREE!

CRETIN, NOT EVEN A *SORCERER SUPREME* CAN BREAK THE CRIMSON BANDS OF CYTTORAK!

YOU AND THIS COSTUMED HARLOT ARE AS HELPLESS AS *DR. STRANGE.*

DOC?!?

HE HASN'T SNAPPED OUT OF HIS TRANCE-- HE'S BARELY *BREATHING!*

WHAT HAVE YOU *DONE* WITH HIM?!

SEE FOR *YOURSELF.*

THE WIZARD TRUSTED MARIE LAVEAU, UNAWARE THAT SHE WAS MYSTICALLY *ENSLAVED* BY MY WILL.

"SHE WAITED UNTIL HE DROPPED HIS GUARD, AND THEN CAST A SPELL OF *TRANSFERENCE* THAT RETURNED ME TO EARTH--

"--WHILE TRAPPING HIM *FOREVER* WITHIN THE ORB OF AGAMOTTO!

OOOOOHHH...

HEY, DOC-- LONG TIME NO SEE.

OL' BUDDY, LOOKS T'ME LIKE YOU JUST GOT CAUGHT WITH YOUR *AURA* DOWN, KNOW WHAT I MEAN?

THE-- *CATERPILLAR...?*

HOSTS OF HOGGOTH-- I'M IN THE *ORB.*

WHAT A *FOOL* I AM! ALL ALONG, I'VE BEEN DANCING TO *SILVER DAGGER'S* TUNE, SO BLINDED WITH WORRY FOR CLEA THAT--

--SHADES OF THE SHADOWY DEMONS-- *CLEA!*

SHE WAS BEING HELD IN THE WHITE QUEEN'S CASTLE! DAGGER MEANT TO *BURN* HER AT THE STAKE!

NO TELLING HOW MUCH *TIME* HAS PASSED. I CAN ONLY PRAY THAT I REACH HER...

OH, *NO!* VISHANTI PRESERVE US--

..*NO!!*

THE CRY IS RIPPED FROM THE CORE OF HIS BEING, AND EVEN AS HE SPEAKS, **SPELLS** LASH OUT FROM HIM TO QUENCH THE BLAZE.

BUT THIS IS A **MYSTIC** FIRE, BACKED BY THE FULL FORCE OF SILVER DAGGER'S POWER, AND STRANGE'S SPELLS HAVE **NO** EFFECT.

ALL HE CAN DO IS WATCH HELPLESSLY AS THE WOMAN HE LOVES IS **CONSUMED**, AND LISTEN TO HER SCREAM AS SHE DIES, AND PART OF HIS **SOUL** DIES WITH HER.

CLEA...!

BUT THIS IS A MYSTIC WORLD WHERE UNREALITY RULES, AND **NOTHING** IS AS IT SEEMS.

LEAST OF ALL, DEATH.

THE FIRE-- TURNING INTO A PILLAR OF *ENERGY* AROUND THE STAKE AND CLEA!

IT'S IMPOSSIBLE-- BUT IT LOOKS... ALMOST LIKE A *CHRYSALIS*...

BY THE VISHANTI--THE PILLAR IS *EXPLODING!*

GREETINGS, STEPHEN, MY ONE-TIME LOVE.

IS MY NEW FORM *PLEASING* TO YOUR EYES?

CLEA--?!

HER VOICE IS **VELVET** COVERING STEEL, HER EYES **BLACK** DIAMONDS-- HARD AND UNFATHOMABLE-- WINDOWS TO A SOUL THAT KNOWS **NOTHING** OF WARMTH, OR LOVE... OR MERCY.

WHAT DIED IN THE FIRE WAS THE CLEA THAT STEPHEN STRANGE LOVED.

WHAT'S JUST RISEN FROM THE FLAMES IS THE CLEA WHO MIGHT HAVE BEEN...

...HAD SHE BEEN RAISED AS HER MOTHER'S DAUGHTER.

FOR HER MOTHER, THOUGH DR. STRANGE DOESN'T KNOW IT, IS UMAR THE UNSPEAKABLE, SISTER TO THE DREAD DORMAMMU. AND, LIKE HER MOTHER...

...CLEA NOW HATES THIS MAN SHE ONCE LOVED.

CLEA, WHAT ARE YOU DOING?!

SHE'S NOT LISTENING TO ME. SHE JUST KEEPS CASTING SPELL AFTER SPELL-- WITH A POWER AND SKILL SHE SHOULDN'T HAVE!

SILVER-TOP IS SO CAUGHT UP IN THE ORB'S SHOW, HE'S FORGOTTEN ABOUT US.

THWIP!

AND THAT SUITS ME JUST FINE.

I GOADED HIM INTO REVEALING THAT WE'RE BOUND WITH MYSTIC CHAINS. MAYBE WE AREN'T STRONG ENOUGH TO BREAK FREE...

BUMP!

...BUT THERE ARE OTHER WAYS TO SKIN THE PROVERBIAL CAT, FIRST, A DISTRACTION...

EH--?!

THAT NOISE... COULD BE NOTHING, BUT I'D BEST TAKE NO CHANCES.

SILVER DAGGER STEPS **AWAY** FROM THE GREAT OAK TABLE, AND THEN...

WHA--?!?

MY **ANKLES!** I'M--!

THWAP!

MMMM!

THE BANDS--THEY'RE **DISSOLVING!**

WHADDAYA KNOW? MY IDEA **WORKED!**

I FIGURED HE'D FIND IT AWFULLY HARD TO CONCENTRATE ON HIS SPELLS...

...IF HE WAS **FALLING** FLAT ON HIS **FACE!**

SHAK!

WE'VE GOT THE **ADVANTAGE** FOR THE MOMENT, SPIDER-MAN-- LET'S NOT **THROW IT AWAY!**

KRA-

KOW!

MY SENTIMENTS EXACTLY, MS. M.

HAPPY LANDINGS, CHROME-DOME.

WE'VE GOT TO STAY ON **TOP** OF HIM--

--NOT GIVE HIM A MOMENT'S **PEACE!**

I GET THE **PICTURE.** THAT'LL KEEP HIM FROM **ZAPPING** US WITH ANY **SPELLS.**

SOMEHOW, I THINK I'D RATHER FIGHT THE **HULK.**

BEHIND THEM, MARIE LAVEAU WATCHES THE BATTLE UNFOLD WITH **HOODED** EYES AND A FACE THAT'S AS ENIGMATIC AS THE **SPHINX**. MEN HAVE THOUGHT HER THEIR SLAVE BEFORE.

ALL HAVE LIVED TO **REGRET** IT.

I NEED NO SPELLS TO DEAL WITH THE LIKES OF ***YOU.***

HO-HUM, BUNKIE. THAT'S WHAT THEY ***ALL*** SAY.

INSOLENT PUP! WITH BUT A ***THOUGHT,*** I CAN FLOOD MY LIMBS WITH THE STRENGTH OF ***SATANNISH!***

AND STRIKE WITH FORCE ENOUGH TO SHATTER A ***WORLD!***

=UNNNGNH=

BOOM!

SO, MAGICIAN, YOU SEEK TO ***HIDE*** FROM MY BOLTS OF BEDEVILMENT BEHIND THE ***SHIELD OF THE SERAPHIM.***

THAT WILL ONLY ***DELAY*** THE INEVITABLE, FOOL!

SOONER OR LATER, I WILL ***DESTROY*** YOU!

THIS IS ***MADNESS!*** SHE COUNTERS MY SPELLS ALMOST BEFORE I ***CAST*** THEM, KEEPING ME CONTINUALLY ON THE ***DEFENSIVE.***

IMPOSSIBLE AS IT SEEMS, CLEA REALLY MEANS TO ***KILL*** ME!

ONE THING IN OUR FAVOR, SPIDEY'S GOT SILVER DAGGER SO *DISTRACTED* THAT HE ISN'T CASTING ANY *SPELLS.*

WHERE ARE YOUR *TAUNTS* NOW, COSTUMED CLOWN?!

WHERE--D'YOU *WANT* 'EM, BALDY?

GOT TO *BACK-PEDAL*-- CAN'T KEEP *ROLLING* WITH DAGGER'S PUNCHES MUCH *LONGER!*

THE WAY HE'S *HITTING*, THOUGH, HE MAY NOT *NEED* TO.

WHAT ARE YOU *WAITING* FOR, MS. M?! GIVE ME A *HAND--!!*

CURSE YOU, BOY! BEFORE I'M DONE, YOU'LL BE *BEGGING* ME FOR A QUICK DEATH!

THAT'S THE *SPIRIT*, DAGGER. KEEP YOUR ATTENTION ON SPIDEY FOR A FEW MORE SECONDS...

...AND I'LL MAKE YOU *EAT* THOSE THREATS!

YOU'VE DONE WELL THUS FAR, "MASTER", BUT IS EVEN YOUR OCCULT TALENT A MATCH FOR--

--THE FEARSOME, FATAL **FANGS OF FARALLAH?!**

A MATCH FOR THEM AND **MORE**, CLEA, AS YOU WELL **KNOW!**

IF **THAT'S** THE CASE, MAGE, I'LL TRY TO MAKE THINGS MORE **DIFFICULT** FOR YOU.

HAS LOVE DULLED YOUR WITS, OH MAN-- TO EVEN **THINK** THAT YOUR LESSER SPELLS CAN **HARM** ME?!

BY THE VISHANTI, WHAT AM I TO **DO?!**

I **LOVE** CLEA, YET SHE'S FORCING ME TO FACE HER IN A **DEATH DUEL.**

PERHAPS-- I CAN SNARE HER WITHIN THE **RINGS OF RAGGADORR...?!**

THE RINGS--A **LESSER** SPELL?!?

*FOR A MOMENT, ALL GROWS **STILL** WITHIN THE ORB-- THEN CLEA THROWS BACK HER HEAD AND **BARES** HER TEETH, HER EYES GLOWING WITH A **DEMONIC** LIGHT...AND SHE BEGINS TO **LAUGH.***

GOT HIM!

TOO SLOW, FEMALE! EVEN AS YOU STRIVE TO *SAVE* YOUR DOLTISH COMPANION--

--I *HURL* HIM TO HIS *DOOM*!!

SPIDEY--!!

GOTTA FORM A *WEB-CUSHION*. TRY TO *ROLL* WITH THE IMPACT. IF I'M LUCKY, I'LL ONLY BREAK MY *NECK*.

BUTCHER!

BY THE POWER OF THE *ETERNAL KREE*, DAGGER, IF HE'S EVEN *HURT*--

--I *SWEAR* I'LL MAKE YOU *PAY*!!

BOOM!

THE TAROT PROPHECY IS COMING *TRUE*. TRY AS I MAY TO DEFEAT CLEA WITHOUT *HURTING* HER...

...MY EVERY ATTEMPT *FAILS*.

WHATEVER DAGGER'S SPELL WAS-- IT WAS A *MASTERSTROKE*.

FOR IT FORCES ME TO CHOOSE BETWEEN *SACRIFICING* MY OWN LIFE-- OR *SLAYING* THE WOMAN I LOVE.

EITHER WAY-- *HE WINS*.

SUDDENLY...

AARRRGH!!

CLEA SPOTTED MY... *HESITATION*...SMASHED SPELL THROUGH THE SHIELD. I CAN'T LET HER SEE HOW *BADLY*... I'M HURT--BUT ANOTHER ATTACK LIKE THAT... WILL *FINISH* ME...

ON EARTH, THE BATTLE HAS RETURNED TO **MARIE LAVEAU'S SANCTUM...**

... AND WHILE SPIDEY AND MS. M HAVE DONE BETTER THAN EXPECTED AGAINST SILVER DAGGER...

...THE **END** IS IN SIGHT...

IT COMES QUICKLY, WITHOUT **WARNING...**

SINCE YOU'RE DETERMINED TO ***FIGHT*** FOR DR. STRANGE, ARACHNID--

--I'LL LET YOU ***DIE*** WITH HIM AS WELL!

UNNNHHH!

WHAT ***GIVES?!*** HE'S BLASTING ME BACK INTO DOC'S FANCY ***CRYSTAL BALL!***

...AND IT'S FAR FROM **PLEASANT.**

HEY! TENTACLES COMING FROM THE ORB!

THEY'RE DRAGGING ME IN!

DAMN YOU, DAGGER!

WITHIN THE ORB, STEPHEN STRANGE RUNS FROM A NIGHTMARE, ONLY TO SEE IT REACH OUT AND **ENVELOP** HIM.

CLEA KNOWS HE'S SORELY **WOUNDED,** AND SHE HUNTS HIM AS REMORSELESSLY AS ONE OF THE ANCIENT ACHAEAN **FURIES...**

...WHILE ALL AROUND HIM, THE ORB BEGINS TO TAKE ON **ASPECTS** OF THE REALITY CLEA KNOWS BEST, **DORMAMMU'S DREAD DOMAIN.**

TOO MANY ***THREATS,*** COMING TOO FAST-- I CAN'T TELL ANY LONGER WHAT'S REAL OR... ILLUSION... CLEA'S ***TOYING*** WITH ME... ***LAUGHING...***

ALL SEEMS **LOST...**

...AND THEN, BEFORE DOC'S DISBELIEVING EYES, UNREALITY **CHANGES.**

NEW YORK CITY SPROUTS AMID THE ABSTRACT SHAPES THAT COMPRISE DORMAMMU'S DOMAIN, MASSES OF PEOPLE--SOME NORMAL, SOME FAR FROM IT--POPPING UP OUT OF **NOWHERE.**

...CLEA **SCREAMING** IN SURPRISE AS A BURST FROM THE **PUNISHER'S** SUB-MACHINE GUN EXPLODES ABOUT HER. **DOC OCTOPUS** LOOKS ON IMPASSIVELY WHILE **AUNT MAY** AND **MARY JANE WATSON** CRINGE IN HORROR. IN AN INSTANT, ALL WITHIN THE ORB IS **PANDEMONIUM...**

...AND IN THAT INSTANT, THE MASTER OF THE MYSTIC ARTS **ACTS.**

SPIDER-MAN! I CAN SENSE HIS PRESENCE WITHIN THE ORB, HIS REALITY ***IMPOSING*** ITSELF ON CLEA'S!

SHE'S STILL ***UNUSED*** TO EARTH; SHE CAN'T COPE WITH WHAT'S HAPPENING. AND WHILE SHE'S DISTRACTED, IT WILL BE SIMPLE TO OVERPOWER HER!

I HAVE ***OTHER*** PLANS FOR YOU, MS. MARVEL.

BUT FIRST, YOU MUST BE ***HUMBLED.***

BY PAMA, HE'S ***GROWING...***

YOUR CAUSE IS ***HOPE-LESS.*** SURRENDER, BEFORE I... I...

...SHRUGGING OFF MY STRONGEST PUNCHES!

...OH...MY... GODDDDD...!

YOU ARE BEYOND ***HIS*** HELP, DAGGER.

MIDNIGHT, IN THE UPSTAIRS STUDY OF DR. STRANGE'S SANCTUM SANCTORUM...

WHA--?!? MASTER!

POOF!

DO NOT BE ALARMED, FAITHFUL ONE. ALL IS WELL.

AND, IN ANOTHER MOMENT, CLEA'S SOUL WILL BE RESTORED TO BOTH SANITY AND ITS RIGHTFUL ABODE, HER BODY.

A SMALL SPELL WILL INSURE THAT SHE WILL REMEMBER NOTHING OF WHAT HAPPENED IN THE ORB UNTIL I CAN EXAMINE THE PROBLEM MORE FULLY.

I MUST KNOW-- WAS THAT DEMON-CLEA A CREATION OF SILVER DAGGER'S HATRED OR A REFLECTION OF SOME PART OF CLEA'S SOUL?

UH, DOC, I HATE TO INTERRUPT, BUT WHAT ABOUT DAGGER?

HOW WAS SHE ABLE TO WIELD SUCH POWER? AND DO I REALLY WANT TO KNOW?

HIS WOUND IS MORTAL, MY FRIEND, AND I AM TOO WEAK TO CURE HIM.

HIS ONLY HOPE FOR SURVIVAL IS IF I RETURN HIM TO THE ORB. BESIDES, IT'S THE ONLY PRISON I KNOW OF WHICH WILL HOLD HIM.

IT'S A RISKY GAMBIT. SHOULD HE EVER FACE DEATH ITSELF--AS I DID-- AND SURVIVE, AND THEREBY ACHIEVE TRUE ENLIGHTEN-MENT...

...OUR NEXT BATTLE MIGHT WELL END... DIFFERENTLY.

DESPITE THE DANGER, THOUGH, I CANNOT LET HIM PERISH.

SPIDER-MAN, MS. MARVEL... I HAVEN'T THE WORDS TO TRULY EXPRESS MY GRATITUDE.

DON'T MENTION IT, DOC. IT WAS OUR PLEASURE. I THINK.

TAKE CARE, PAL, AND DON'T CAST ANY WOODEN SPELLS.

I, TOO, SHALL TAKE MY *LEAVE*, STEPHEN.

MARIE-- WAIT! DAGGER SAID YOU WERE HIS *SLAVE*, YET IT WAS *YOU* WHO DESTROYED HIM. I DON'T UNDER-STAND.

HE *BOUND* ME FROM YOUR ORB WITH SPELLS I COULD NOT BREAK. I WAS THE EARTHLY *AGENT* THROUGH WHICH HE ATTACKED YOU.

STILL, I MANAGED TO *BEND* THE SPELLS ENOUGH TO WARN YOU WITH THE TAROT, AND LATER-- WHILE YOU AND I WERE ON THE ASTRAL PLANE--

--TO SEND MY ACOLYTES TO SLAY YOUR HELPLESS PHYSICAL FORM. HAD THEY *SUC-CEEDED*, DAGGER WOULD HAVE REMAINED *TRAPPED* IN THE ORB.

YOU ARE COUNTED A FORCE FOR *GOOD*, STRANGE, YET HE SOUGHT YOUR DEATH. I SERVE THE *OLD GODS*, AND THOUGH HE PROMISED TO SPARE ME IF I SERVED HIM, I KNEW HE *LIED*.

SO I BIDED MY TIME.

AND WHEN HE WAS TOTALLY *ABSORBED* IN HIS BATTLE WITH SPIDER-MAN AND MS. MARVEL, YOU *STRUCK*. I AM... IN YOUR *DEBT*, MARIE LAVEAU.

THE DEBT IS ALREADY *PAID*, MAGE. YOU WILL KNOW THE MANNER OF ITS COINAGE SOON ENOUGH.

HEED THE *TAROT*, MY FRIEND.

ITS *PROPHECY* IS NOT YET DONE. FAREWELL.

STEPHEN, WHAT DID SHE *MEAN*? ARE YOU IN *DANGER*?!

NO, MY LOVE. THIS BATTLE IS *OVER*.

I--I'M *FRIGHTENED*.

DON'T BE. YOU'RE *SAFE* NOW.

*BUT EVEN AS HE **KISSES** HER, FEELS HER **RELAX** AGAINST HIM...*

*...HIS THOUGHTS TURN TO THE **LAST** CARD OF HIS TAROT LAYOUT, THE FINAL OUTCOME.*

*IT WAS THE **TOWER**, THE MOST OMINOUS CARD IN THE DECK...*

*...PORTENDING HIS COMPLETE, UTTER **DESTRUCTION**. HE HAS SAVED **CLEA'S** SOUL, BUT IN DOING SO, HAS POSSIBLY LOST HIS OWN **FOREVER**.*

NEXT: WONDER MAN

The inside-back cover of *Marvel Treasury Edition* #18 (1978) featured photos from Spidey's thirteen episode 1977-79 live-action CBS television series.

SPECIAL ADDED BONUS!

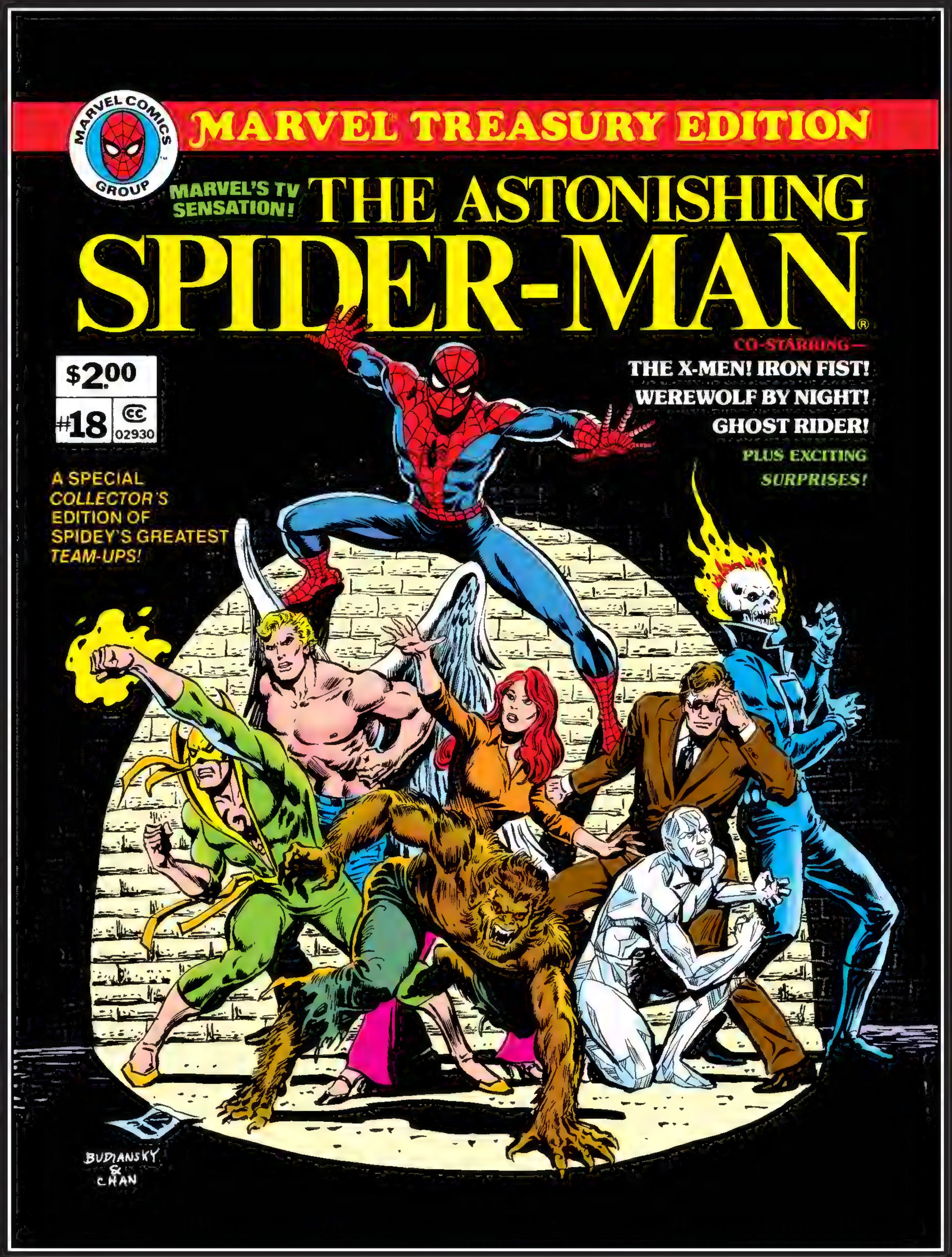
PRESENTING: A PEEK AT AUNT MAY'S

Photo Album!

WE'D LIKE TO THANK MRS. PARKER FOR SHARING THESE PHOTOS WITH US (THEY WERE SHOT BY HER NEPHEW PETER--THAT'S HIM IN THE LOWER RIGHT CORNER) AND MENTION THE SPECIAL **MARVEL-MEDIA** ISSUE OF **FOOM** WE'RE SURE YOU WON'T WANT TO MISS! IT'LL FEATURE LOT'S OF INFO ON THE **SPIDEY, F.F.** AND **HULK** TV SHOWS AND MUCH, MUCH **MORE!** IT'S YOURS WHEN YOU SUBSCRIBE TO **FOOM**, FANDOM'S FAVORITE FAN-MAG! A FOUR-ISSUE SUBSCRIPTION IS ONLY $3.00! SEND TO **FOOM**, SUBSCRIPTION DEPT. B., c/o MARVEL COMICS GROUP, 575 MADISON AVENUE, NEW YORK, N.Y. 10022.

PHOTOS COURTESY CBS-TV.

Between cover art by Bob Budiansky & Ernie Chan, *Marvel Treasury Edition* #18 (1978) reprinted stories from *Marvel Team-Up* #4, #12, #15 & #31 and *Not Brand Echh* #12.



Marvel Team-Up #65 cover original art
by George Pérez & Joe Sinnott

Courtesy HeritageAuctions.com

Marvel Team-Up #65, page 6 original art
by John Byrne & Dave Hunt

MEANWHILE, A ROOM AWAY...

FAR OUT! MY ROOMIE'S SNOOZING AND NOW MY SQUEAKY WINDOW--

--IS OPENING WITHOUT A SOUND. PARKER, THIS MUST BE YOUR--

--LUCKY DAY.

WEOW WEO

WEOWEOWEOWEOWANNK!!

PETER, D'YOU HEAR THOSE SIRENS?! WHAT'S GOING ON OUTSI--

GOOD LORD!

SILHOU-ETTED IN THE WINDOW --I RECOG-NIZE HIM FROM PHOTO-GRAPHS.

IT'S SPIDER-MAN!!

WHY ME? OH, LORD-- WHY ME?!?

CAN'T GO BACK NOW. ALL I CAN DO IS GET OUTTA HERE--

--AND SPEND THE REST OF THE NIGHT TRYING TO COME UP WITH A PLAUSIBLE EXPLANATION FOR WHAT JUST HAPPENED.

HE'S MOVING LIKE LIGHTNING, TOO. BRIAN BRADDOCK--OR THE POLICE, IF I TOOK THE TIME TO RING THEM-- HASN'T A PRAYER OF CATCHING HIM.

BUT CAPTAIN BRITAIN HAS!!

PETER'S GONE--AND SPIDER-MAN BOLTED THE MOMENT I SAW HIM.

NO ONE SEEMS TO BE SURE WHETHER HE'S A HERO OR A VILLAIN, BUT NO ONE RUNS LIKE THAT UNLESS HE'S GOT SOMETHING TO HIDE.

HE MAY HAVE ATTACKED PARKER, KIDNAPPED HIM --OR WORSE.

Courtesy HeritageAuctions.com

Marvel Team-Up #65, page 8 original art
by John Byrne & Dave Hunt

WHOEVER HE IS, IT'S TIME I SHOT HIM DOWN!

HATE TO TELL YOU BUNKY, BUT A LUCKY PUNCH DOES NOT A FIGHT WIN.

SEE WHAT I MEAN?

THWIP!

WEB-SLINGER, I'M WAY AHEAD OF YOU!

BOOM!

HIS VOICE--I'VE HEARD IT BEFORE! I THINK RED'S SOMEONE I KN--

--UNNNGNH!

HE'S... FASTER 'N I THOUGHT... STRONGER, TOO!

AN' THAT BLASTED CLUB HE'S SWINGING... NEARLY TOOK MY HEAD OFF!

GOTTA RIDE WITH THE PAIN--

SHOP

--CAN'T GIVE RED ANY IDEA HOW GROGGY I AM.

THE GUY SOUNDS FOREIGN, BUT HIS MASK DISTORTS HIS ACCENT.

I'LL TELL YA THIS, FELLA--SO FAR YOU SURE DESERVE AN "A"-FOR-EFFORT--

--BUT THAT'S ABOUT ALL!

IT'S AN IMPRESSIVE MOVE, BUT CAP MERELY SHRUGS IT OFF. UNFORTUNATELY, THE WALL HE HITS ISN'T SO RESILIENT.

KADOOM!

CRIPES!

WHA' HOPPEN?! S'LIKE THE HOUSE GOT HIT BY SOME KIND A' WRECKIN' BALL.

HOLY HANNAH!

IT'S TWO GUYS, MARTHA! FIGHTIN' IN MID-AIR! RIGHT OUTSIDE OUR BEDROOM WINDOW!!

WELL, I AIN'T PUTTIN' UP WITH THIS! I'M CALLIN' THE POLICE!

Courtesy HeritageAuctions.com

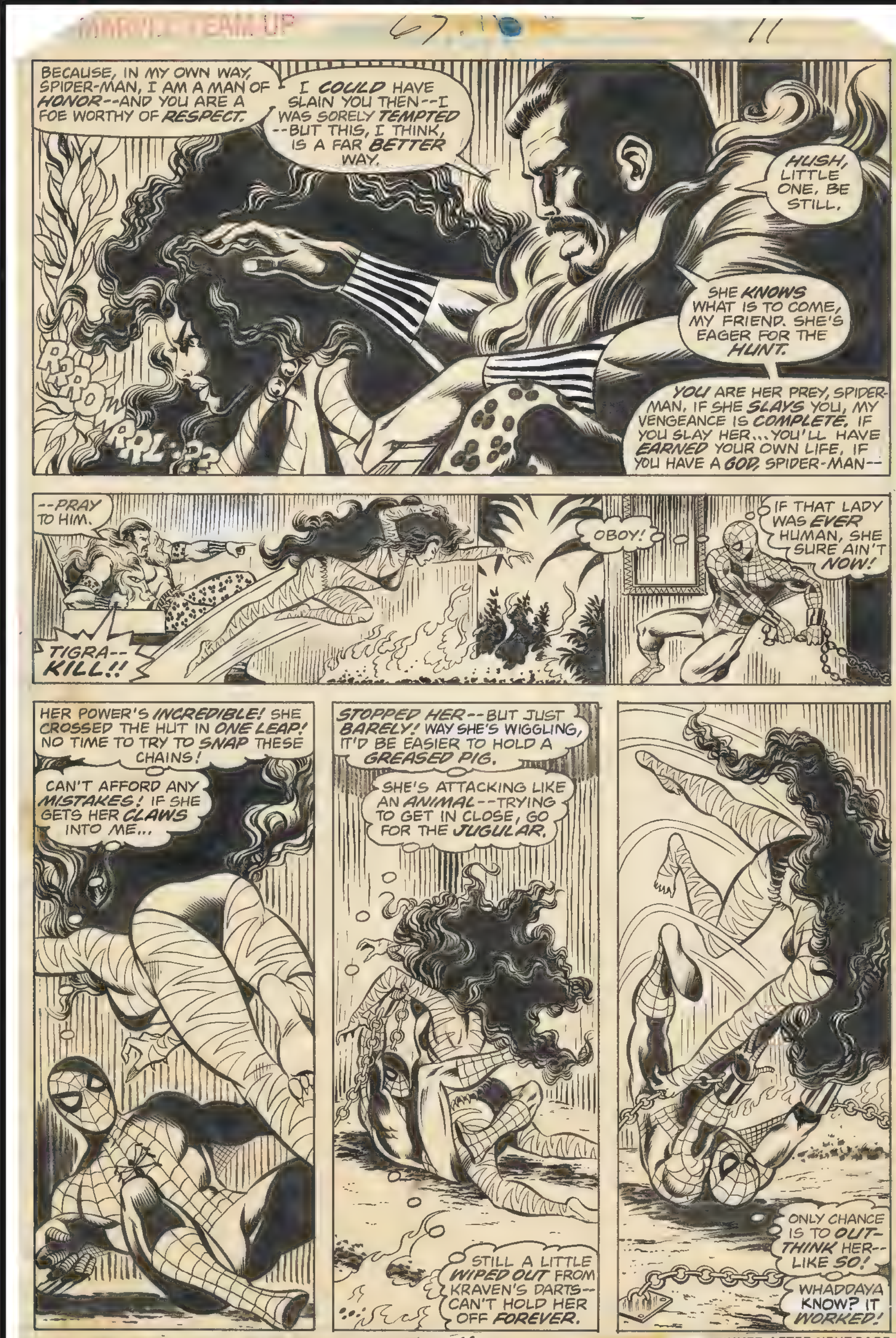
Marvel UK's weekly *Super Spider-Man* split its reprints of *Marvel Team-Up* into three parts. Issue #250 featured a new title page by John Byrne & Dave Hunt.

Courtesy Scott Dunbier

Marvel Team-Up #67, page 6 original art
by John Byrne & Dave Hunt

Courtesy HeritageAuctions.com

Marvel Team-Up #67, page 7 original art
by John Byrne & Dave Hunt



Courtesy HeritageAuctions.com

Marvel Team-Up #67, page 12 original art
by John Byrne & Dave Hunt

Courtesy HeritageAuctions.com

Marvel Team-Up #67, page 16 original art
by John Byrne & Dave Hunt

THE LADY LOOKS LIKE SHE CAN USE SOME *HELP*. BUT UNLESS I GROW *WINGS*, I'LL NEVER REACH HER IN *TIME*.

SO--AS MY *PHYSICS PROF* ONCE SAID--WHEN ALL ELSE FAILS, *IMPROVISE*.

ONE *WEB HARDBALL* COMING UP.

BE *KIND*, LADY LUCK--'CAUSE *TOM SEAVER*, I *AIN'T*!

GOT HIM!!

BONK!

UNNNGNH!

NOT *BAD* FOR A FIRST TR--

--*OOPS!*

SPIDER-MAN!!

HIS PITCH... THREW HIM *OFF-BALANCE!* HE FELL UNDER THE *STAMPEDE!*

HE'LL BE *TRAMPLED!!*

OH, *NO--NO!!* IF HE *SACRIFICED* HIS LIFE TO SAVE ME, I'LL NEVER *FORGIVE* MYSELF!

THERE'S A *CHANCE*, THOUGH --A *SLIM* ONE. ONLY A *FEW* ANIMALS RAN OVER HIM BEFORE THE STAMPEDE *PASSED*.

IF THEY CAN, ANIMALS WILL DO ALMOST *ANYTHING* TO AVOID STEPPING ON SOMETHING *ALIVE* IN THEIR PATH. WITH HIS *STRENGTH* AND STAMINA--AND A *LOT* OF LUCK--MAYBE SPIDEY *SURVIVED*.

THERE HE IS!

SPIDEY--YOU'RE *ALIVE!*

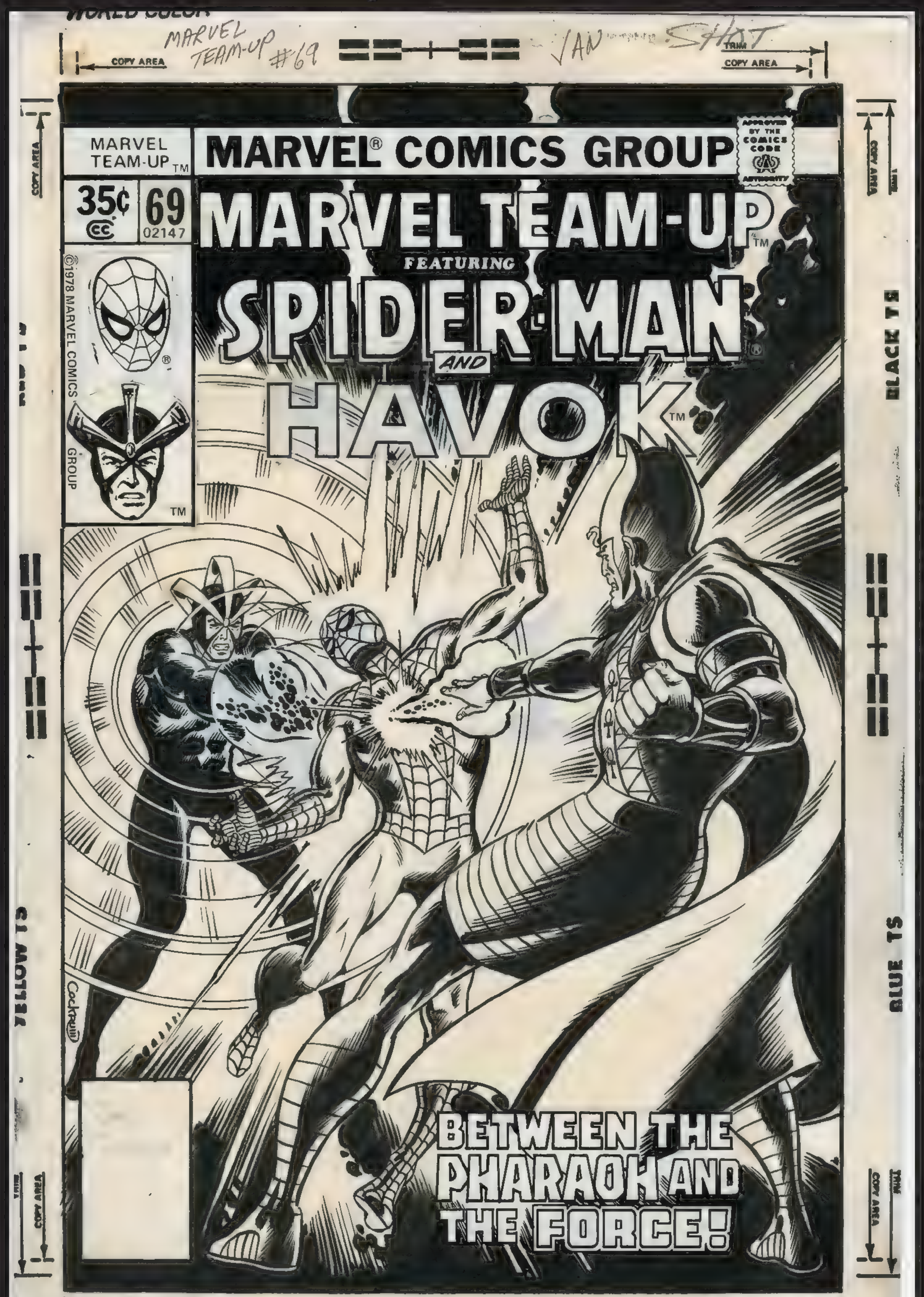
DON'T... REMIND ME...

IN A WORD... *OUCH...*

I FEEL LIKE MY WHOLE BODY MUST BE THE *SAME* COLOR NOW AS MY *COSTUME*.

Courtesy HeritageAuctions.com

Marvel Team-Up #69 cover original art
by Dave Cockrum



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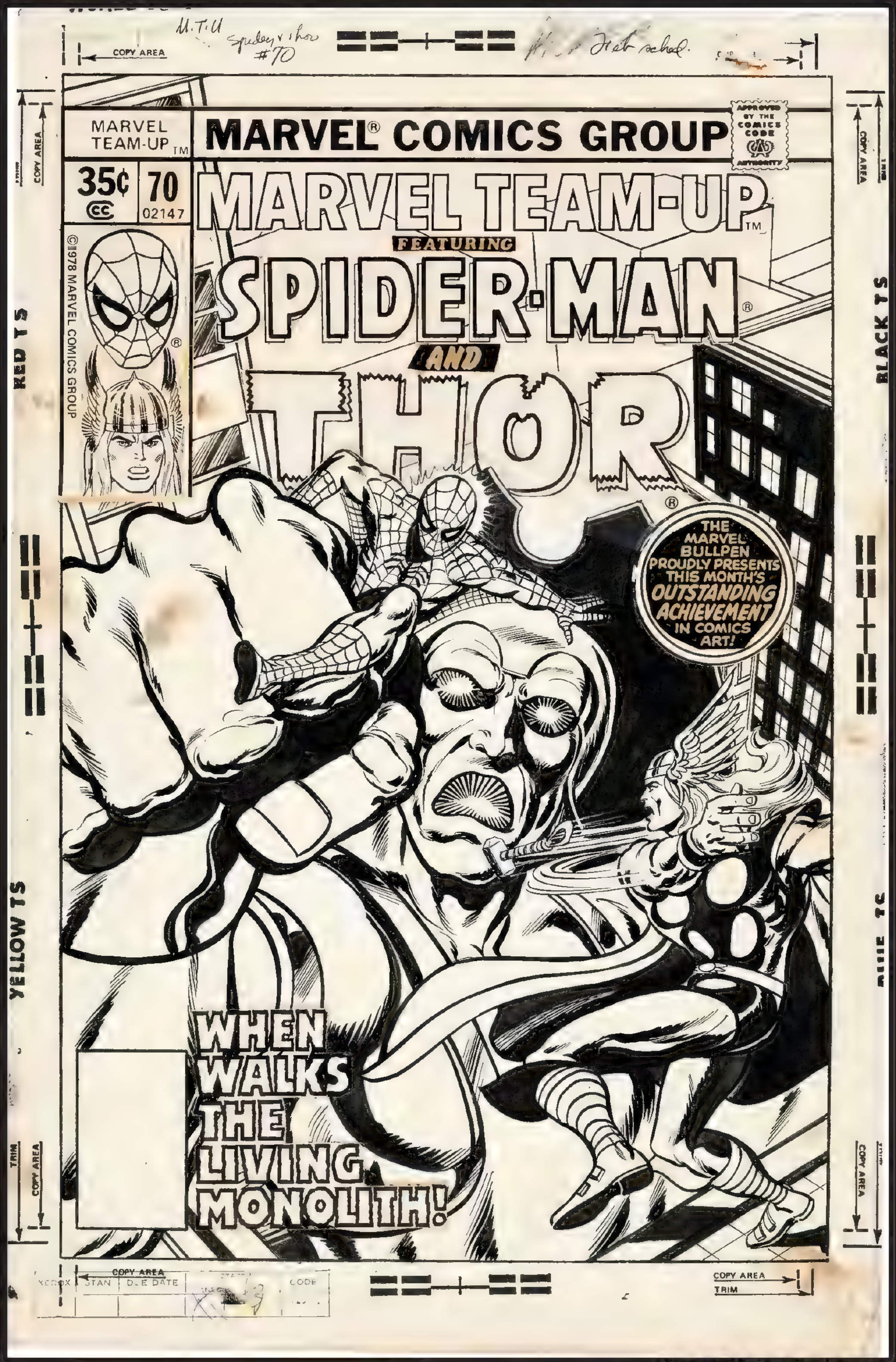
Marvel Team-Up #69 cover original art
by John Byrne & Tom Palmer



Courtesy HeritageAuctions.com

Marvel Team-Up #72, page 8 original art
by Jim Mooney

THE OMINOUS CONNOTATIONS OF THAT FEARSOME **NAME** BRINGS AN OPPRESSIVE **SILENCE** DOWN UPON THOSE ASSEMBLED AT POLICE HEADQUARTERS!

WHILE, MANY MILES AWAY, ARRIVING AT A STATELY **MANSION** ON THE NEW JERSEY PALISADES...

IT'S A GOOD THING YOU WERE **WAITING** IN THE BACK-UP VAN, WHIPLASH!

SPIDER-MAN ALMOST **NAILED** US!

STILL, WE LOST **HALF** THE **HAUL!** THE MAGGIA DOESN'T LIKE EVEN **PARTIAL** FAILURE! CONTINUE UNLOADING--

--WHILE I REPORT TO OUR **SECTION LEADER**...MY SUPPOSED **SUPERIOR!**

BUT ASCENDANCY IN THE **MAGGIA** IS BASED ON **ABILITY**... **RUTHLESSNESS!**

SOON I'LL BE **GIVING** ORDERS INSTEAD OF **TAKING** THEM!

AND, IN A SPLENDOROUS STUDY...

YOU **FAILED** TO **KILL** SPIDER-MAN, WHIPLASH!

WHY?!

Y-YOU **KNOW**, ALREADY?! B-BUT, **HOW--?**

THERE IS **LITTLE** THAT GOES ON IN WHAT PASSES FOR YOUR **MIND** THAT I **DON'T** KNOW! YOU HAD AN **ENEMY** IN YOUR HANDS--

--AND YOU LET HIM **LIVE** TO SATISFY YOUR OWN **VANITY!**

YOU MAY BE HOT STUFF WHEN IT COMES TO **GUESSING GAMES**, SECTION LEADER--AND YOU **MAY** BE MY SUPERIOR... FOR **NOW**--

--BUT WHEN I **REJOINED** THE MAGGIA I MADE IT CLEAR THAT I INTENDED TO DO THINGS **MY** WAY!

UNLESS YOU'D CARE TO **ARGUE** THE POINT...?

KERAK!

CONTINUED AFTER NEXT PAGE

Courtesy HeritageAuctions.com

Marvel Team-Up #75, page 1 pencil art photocopy
by John Byrne

MARVEL TEAM-UP

SUGGESTED TITLE: "THE SMOKE OF THAT GREAT BURNING"
(LAST CHAPTER OF "THE SHEEP LOOK UP" - JOHN BECKNER)

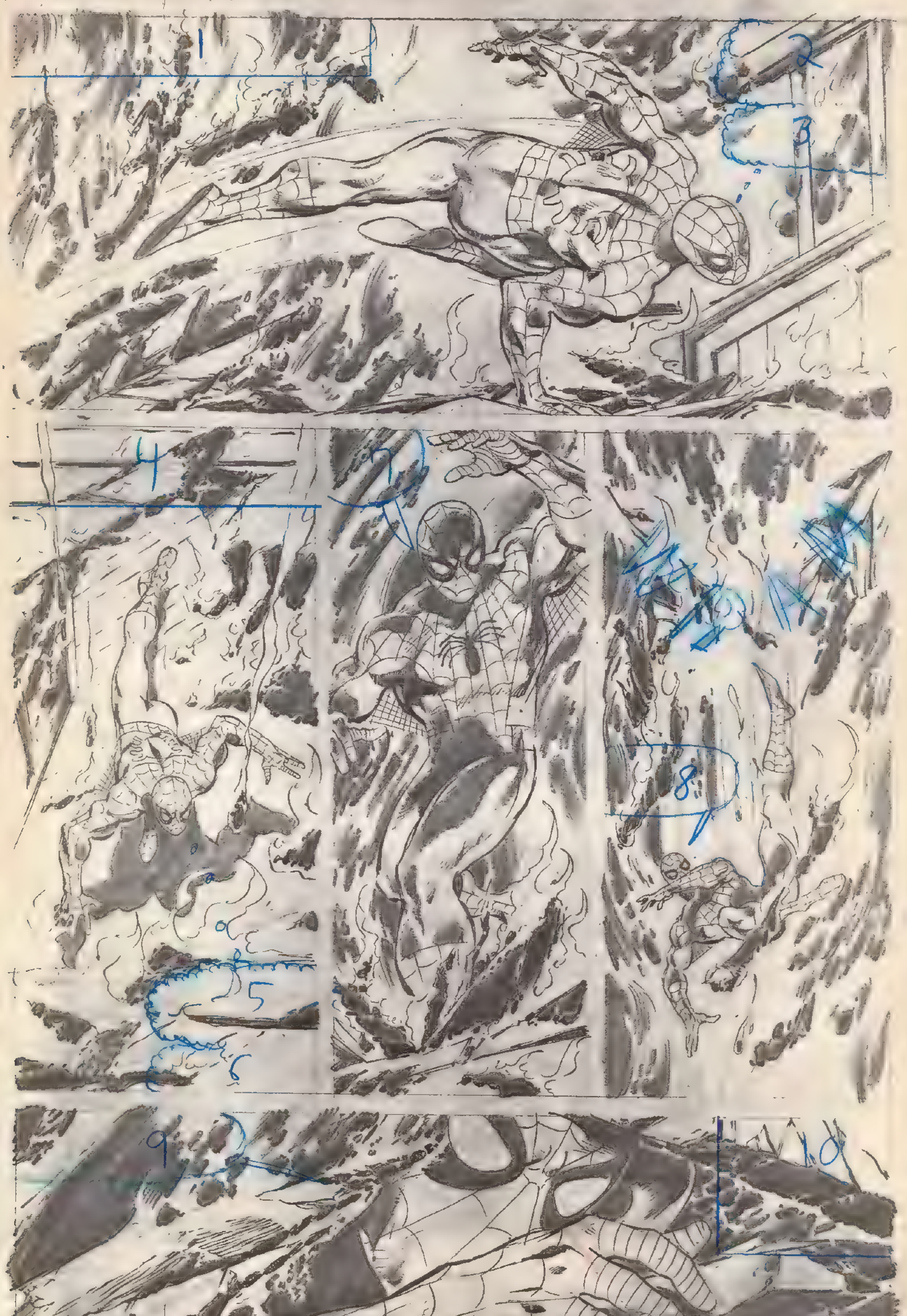
XEROX	STAN	DUE DATE	STATS NEG.	STATS POS.	CODE
X					

Courtesy HeritageAuctions.com

Marvel Team-Up #75, page 2 pencil art photocopy by John Byrne

M.T.U. #71 (1)(2) SPIDEY MOVES THRU BURNING BUILDING UNTIL (3) THE FLOOR GIVES WAY AND HE (4) CRASHES THRU IN TIME TO (5) BEGIN TO DISSOLVE INTO FLASHBACK PAGE #2

MARVEL TEAM-UP



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Courtesy HeritageAuctions.com

Marvel Team-Up #75, page 3 pencil art photocopy by John Byrne

MTU #71

① EARLIER THAT NIGHT, MJ HAS DRAGGED PARKER TO A NEW DISCO ② OWNER IS AN OLD FRIEND "MJ! YOU CAME!" ③ OWNER SCARFS A KISS AS MJ ATTEMPTS TO INTRODUCE PARKER ④ THEN HE DRAGS HER OFF FOR A DANCE, LEAVING PETER TO FEND FOR HIMSELF.

PAGE #3

MARVEL TEAM-UP

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Courtesy HeritageAuctions.com

Marvel Tales #193 (November 1986) cover
by Ron Frenz & Josef Rubinstein (Spider-Man) with John Romita (frame art)

Reprinting *Marvel Team-Up* #59 and material from *The Fantastic Four Annual* #1

Marvel Tales #194 (December 1986) cover
by Mark Bright & Vince Colletta

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Marvel Tales #199 (May 1987) cover
by Mark Bright & Mark McKenna

Reprinting *Marvel Team-Up* #56 and covers and material from *The Amazing Spider-Man* #45, #50, #55, #60 & #62

Marvel Tales #201 (July 1987) cover
by George Pérez & Joe Sinnott with Joe Albelo (Spider-Ham)

Reprinting *Marvel Team-Up* #65

Marvel Tales #202 (August 1987) cover
by John Byrne & Frank Giacoia

Reprinting *Marvel Team-Up* #66

Marvel Tales #203 (September 1987) cover
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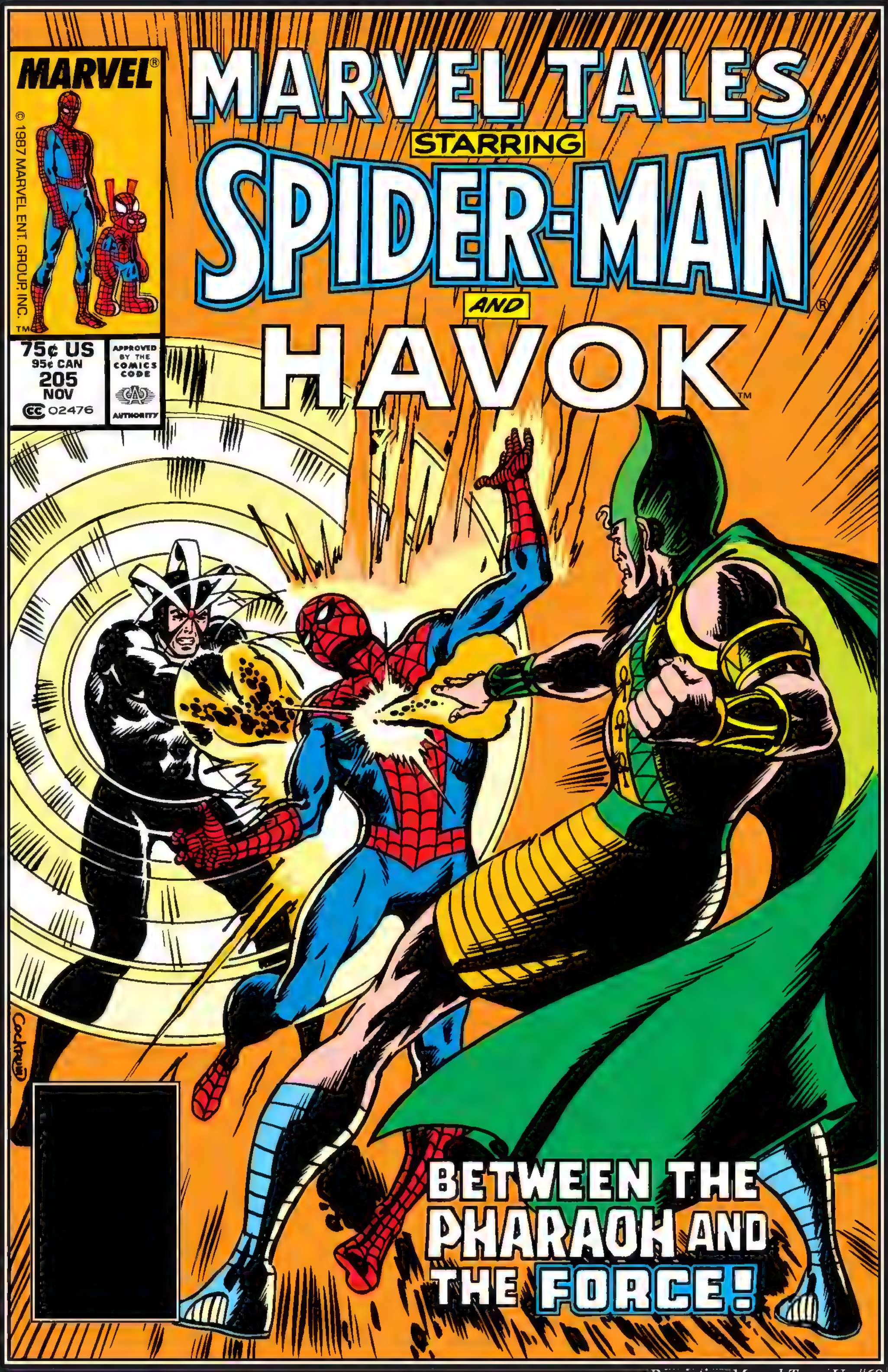
Reprinting *Marvel Team-Up* #67

Marvel Tales #204 (October 1987) cover
by John Byrne & Josef Rubinstein

Reprinting *Marvel Team-Up* #68

Marvel Tales #205 (November 1987) cover
by Dave Cockrum



Reprinting *Marvel Team-Up* #69

Marvel Tales #206 (December 1987) cover
by John Byrne & Tom Palmer

Reprinting *Marvel Team-Up* #70

Marvel Tales #207 (January 1988) cover
by Bob Hall

Reprinting *Marvel Team-Up* #75

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FEATURING:

SPIDER-MAN®

AND THE

X-MEN

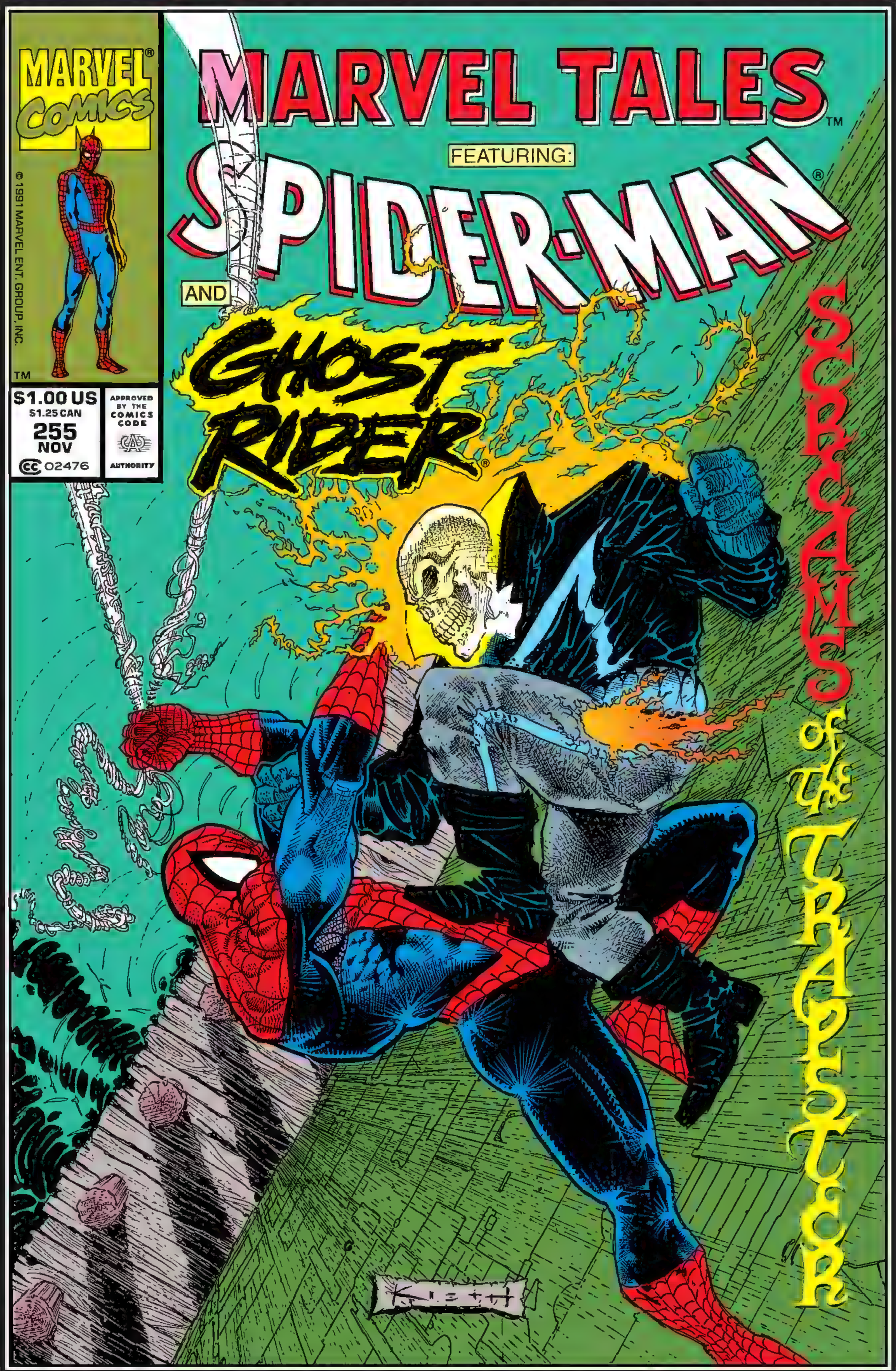
THE THRILL-PACKED CONCLUSION TO—

"THE LORDS OF LIGHT AND DARKNESS!"

McFARLANE

Reprinting *Marvel Team-Up Annual* #1

Marvel Tales #255 (November 1991) cover | by Sam Keith | This issue featured a new story exploring the Trapster's recovery from his *MTU* #58 fight with Ghost Rider.



Reprinting *Marvel Team-Up* #58

IT HAS BEEN A WEEK SINCE THE TRAPSTER'S ENCOUNTER WITH THE GHOST RIDER.

NO!

NO!

NOOOO

OOO

SHOCK THERAPY

HE'S ALMOST GETTING USED TO THESE NIGHTMARES.

SCOTT LOBDELL WRITER

VINCE EVANS PENCILS

PHIL SHEEHY INKS

JADE MOEDE LETTERS

MIKE THOMAS COLORS

KELLY CORVESE EDITS

ALMOST.

NOOOOOO

MR. PETRUSKI!

PETER-- WAKE UP.

YOU WERE HAVING THE DREAM.

AGAIN! EVERY NIGHT, IT'S THE SAME IMAGE!

THAT-- THAT DEMON-- PULLING ME INTO A SEA OF LIVING FLAMES!

WHEN WILL IT END?!

YOU HAVE TO GIVE THESE THINGS TIME.

AFTER EVERYTHING YOU'VE BEEN THROUGH, THE DOCTORS FEEL YOU'RE MAKING TREMENDOUS PROGRESS.

AND YOU?

ME?

I THINK YOU'RE A VERY BRAVE MAN.

YEAH, RIGHT. THE BRAVEST THING I'VE EVER DONE WAS CALLING MYSELF SOMETHING AS STUPID AS PASTE-POT PETE.

IN PUBLIC, NO LESS.

:GIGGLE:

THERE YOU GO, YOU HAVEN'T LOST YOUR SENSE OF HUMOR.

TRUE--

THE ONLY THING I HAVE LOST IS MY SELF RESPECT.

AND MAYBE...

...A PIECE OF MY SOUL.

I'LL BE BACK TO CHECK ON YOU.

I'D LIKE THAT NURSE POLUMBO.

CATHERINE, PLEASE.

I'D LIKE THAT, CATHERINE.

A MOMENT LATER, AND SHE IS GONE.

A MOMENT AFTER THAT...

WHA--?!

FWMMP

MY COSTUME!

MY PASTE-GUNS!

BUT HOW IS THAT POSSIBLE?

EVERY-THING WAS IMPOUNDED AFTER MY ARREST.

FOOLISH MORTAL!

DO YOU TRULY BELIEVE THE CONSTRUCTS OF MAN TO BE AN OBSTACLE TO THE SPIRIT OF VENGEANCE?!

THE GHOST RIDER!

IT-IT CAN'T BE...

I-I'M STILL DREAMING.

IF THAT IS THE CASE, TRAPSTER--

--PREPARE TO DIE IN YOUR SLEEP!

P-PLEASE. SOMEONE, PLEASE HELP ME.

HELP YOU, I SHALL--

--INTO THE VERY BOWELS OF THE NETHERWORLD!

AND ONCE ACCOMPLISHED, I SHALL PUNISH WHO AIDED YOU!

STARTING WITH YOUR NURSE!

CATHERINE IS THE MOST *DECENT WOMAN* I'VE EVER KNOWN!

FWSHICH

I'D *ROAST* IN YOUR HELLFIRE FOR ETERNITY BEFORE I'D LET YOU *TOUCH* A HAIR ON HER HEAD!

YOU *DARE* ATTACK *ME*?!

IF YOU FEEL YOU'VE SUFFERED *BEFORE*--

--IT IS *NOTHING* COMPARED TO THE TORMENTS I SHALL *INFLICT* UPON MY RELEASE FROM YOUR *INFERNAL TRAP*!

EAT HOT PASTE, YOU FLAMING FREAK!

Y-YOU'RE *INSANE*!

YOU CAN'T *DEFEAT* ME!

CORRECTION:

I *WAS* INSANE.

BPAM

BUT I GOT BETTER.

NOOOOOOOO

TIME PASSES...

PETER?! THE ROOM--

WHAT HAPPENED?!

ARE YOU ALL RIGHT?

WHY--WHY ARE YOU DRESSED LIKE THAT?

PETER...?

I'M SORRY CATHERINE.

IT COULD HAVE BEEN MAGIC.

VRRRRRRRM

OKAY, SO HE LOST HIS ONE CHANCE AT HAPPINESS.

BUT THINK HOW MUCH MONEY I SAVED HIM IN THERAPY SESSIONS.

CLK

IT'S AMAZING--

--WHAT YOU CAN DO WITH A GOOD HOLO-GRAPHIC IMAGE-INDUCER.

WELCOME BACK, MY FRIEND.

-END-

Marvel Tales #262 (June 1992) cover | by Sam Keith | This issue featured another rare new X-Men story to round out the page count of the otherwise-reprint title.

Reprinting *Marvel Team-Up* #53

THE X-MEN ARE COUNTING ON A SMOOTH, UNEVENTFUL FLIGHT FROM THE DESERT BACK TO THEIR HOME.

HOWEVER, THEY ARE ABOUT TO ENCOUNTER A LITTLE UNEXPECTED TURBULENCE!

LOOK AT THAT, COMRADES-- THE REMAINS OF A PLANE WRECK!

I SEE IT, COLOSSUS. I'VE HEARD RUMORS THIS AREA WE'RE FLYING OVER IS KNOWN AS "THE "DESERT TRIANGLE."

SEVERAL PLANES HAVE SUPPOSEDLY GONE DOWN HERE RECENTLY, MYSTERIOUSLY BURSTING INTO FLAME!

WE DON'T HAVE TO WORRY ABOUT THAT! IT WOULD TAKE AN AWFUL LOT TO KNOCK THIS BABY OUT OF THE SKY!

Stan Lee PRESENTS:

THE UNCANNY X-MEN IN A CASE OF SUNSTROKE

DARRY DUTTER WRITER	VINCE EVANS ARTIST	ARIANE COLORIST	MICHAEL HIGGINS LETTERER	KELLY CORVESE EDITOR	TOM DeFALCO CHIEF

SUDDENLY...

ZZAK

MORE FOOLS, FLYING RIGHT OVER MY TRAP!

I'VE BEEN SHOOTING DOWN PLANES FOR WEEKS... LOOTING THEM FOR SUPPLIES AND FOOD! BUT I'VE NEVER COME ACROSS A PLANE LIKE *THAT!*

THIS SHOULD PROVE INTERESTING!

WHAT THE?! WE'VE BEEN HIT!

SCOTT! THAT BLAST WAS TOO MUCH FOR THE PROFESSOR! HE'S OUT COLD!

WE'RE GOING *DOWN!*

JEAN, PROJECT A FORCE FIELD AROUND THE SHIP! *HURRY!*

HOLD ON, PEOPLE! WE'RE GONNA HIT *HARD!*

KEEP THAT FORCE SHIELD UP, JEAN! HE'S STILL POURING ON THE JUICE!

KOOSH

YOU CAN'T BEAT ME OUT HERE! I AM ***SUNSTROKE***--AND I DRAW MY STRENGTH FROM THE BLAZING HEART OF THE DESERT SUN! THE DESERT BELONGS TO ME!

ALL WHO PASS THROUGH MUST FALL BEFORE ME.

SEE, ALREADY THE GIRL BEGINS TO WEAKEN!

SCOTT, HE'S RIGHT! I CAN'T KEEP THE SHIELD UP MUCH LONGER!

THESE "PHOENIX" POWERS ARE STILL SO NEW TO ME! I'M NOT SURE WHAT MY LIMITS ARE...!

HA! THE GIRL IS DOWN! AND YOU ARE NEXT!

ZAGHOW

YOU ***PYROMANIAC!*** IF YOU'VE HURT JEAN, I'LL MAKE YOU ***PAY!***

Uhhhh...!

STORM! I'LL TAKE CARE OF JEAN! YOUR POWERS WILL BE MOST EFFECTIVE AGAINST SUNSTROKE!

HMMM. I THINK I KNOW A WAY TO TURN HIS LIGHTS OUT!

LET US SEE WHAT HAPPENS WHEN I PUT A FEW DARK CLOUDS ON THE HORIZON...!

STORM'S PLAN IS EFFECTIVE, AS SUNSTROKE'S POWER BEGINS TO FADE, UNTIL...

OH!

ZZAT

THE GIRL CAN CREATE CLOUDS. SHE'S BLOCKED OUT THE SUN AND WITH IT, MY POWERS.

ONE LAST CHANCE TO STOP HER BEFORE ALL MY POWER IS DEPLETED.

A DIRECT HIT, SHE'S FALLING.

EASY, FRAULEIN! I'VE GOT YOU!

BAMF

THAT CACTUS JUST SEEMED TO COME FROM OUT OF NO-WHERE!

HA! WITH THE WOMAN DOWN, THE POWER OF THE SUN IS MINE ONCE AGAIN!

SOME-THING IS VERY STRANGE AROUND HERE.

ALL RIGHT, COLOSSUS! LET'S SHOW THIS SUCKER WE MEAN BUSINESS!

DA, WOLVERINE! ONE FASTBALL SPECIAL COMING UP!

SUDDENLY, SUNSTROKE UNLEASHES A BRILLIANT BURST OF LIGHT!

HERE WE GO... LENIN'S GHOST! THAT LIGHT!

YOU CAN'T HIT WHAT YOU CAN'T SEE!

BAD THROW, PETE!

WHUMP

WHAT THE--?! I'M STUCK IN THESE FLAMIN' ROCKS!

GOTTA CUT LOOSE!

SKRAKT

BANSHEE!

NOW YOU WILL MEET THE SAME FATE AS ALL WHO PASS THROUGH MY DOMAIN.

PREPARE TO FRY.

THAT LITTLE DETOUR WITH THE WALL-CRAWLER TOOK LONGER THAN I THOUGHT!

EEEEEEEEE

LOOKS LIKE I ARRIVED JUST IN TIME TO SAVE MY FRIENDS!

A ROCKSLIDE! DID I DO THAT?

ARGH! MY EARS!

SAINTS PRESERVE US! THE SCOUNDREL HAS DISAPPEARED! SWALLOWED UP BY THE EARTH, HE WAS!

IT DOESN'T MAKE ANY SENSE! HE WAS HERE A MINUTE AGO!

CHAK

WOLVERINE, COME ON! EVERY-ONE BACK TO THE SHIP! THE HEAT IS TAKING ITS TOLL!

WE'VE GOT TO GET HOME! JEAN AND THE PROFESSOR NEED MEDICAL ATTENTION!

ARE YOU ALL RIGHT, PROFESSOR?

I SHOULD BE FINE ONCE I'VE HAD SOME REST. I'M JUST WORRIED ABOUT JEAN.

YOU WON TODAY BECAUSE YOU FOUGHT AS A TEAM, JUST LIKE I ALWAYS TAUGHT YOU. THINGS COULD HAVE BEEN A LOT WORSE FOR ALL OF US.

TEAMWORK IS SOMETHING THAT LONERS LIKE SUNSTROKE CAN NEVER UNDERSTAND!

BACK IN THE DESERT...

ARE YOU ALL RIGHT, SUNSTROKE?

I'M FINE BUTTE! YOU MANAGED TO COVER ME COMPLETELY! THEY HAD NO IDEA WHERE I WAS!

CACTUS! GILA! YOU CAN COME OUT NOW!

SUNSTROKE MAY BE THE HEADLINER, BUT ITS HIS LOW PROFILE TEAM MEMBERS THAT KEEP HIM IN THE SPOTLIGHT, AND OUT OF CAPTIVITY.

BUT, NO MORE SHOOTING DOWN PLANES FOR A WHILE, OKAY BOYS?

WE NEED TO CONSERVE OUR ENERGY FOR WHEN OUR MASTER SUMMONS THE ***DESERT DWELLERS*** TO STRIKE AGAIN*.

*WEST COAST AVENGERS #17. --KELLY.

THE END!

Marvel Tales #263 (July 1992) cover | by Sam Keith | Featured the last new backup story in *Marvel Tales*' run, continuing from Woodgod's *MTU* #54 appearance.

Reprinting *Marvel Team-Up* #54

STAN LEE PRESENTS

WOODGOD IN THE SCREAM

OVER THE PAST **WEEK**, SINCE MY BATTLE WITH **SPIDER-MAN** AND THE **HULK** AGAINST THE ARMED FORCES OF **VERTIGO BASE--***

--MY **BRAIN CELL** COUNT HAS **TRIPLED**, **AGAIN.**

JUST AS MY PARENTS HAD **THEORIZED.**

THERE IS MUCH I HAVE **LEARNED** IN THAT TIME.

AND SO MUCH MORE I HAVE **YET** TO **UNDERSTAND.**

NOT ANOTHER MOVE, **MONSTER--**

--OR I **BLAST** YOUR **FUR** FROM HERE TO **HOUSTON!**

THAT WHICH **CONFUSES** ME THE MOST, IS MAN'S **CAPACITY** TO **FEAR** AND **HATE** THE **UNKNOWN...**

...TO DEAL WITH **ALL** SUCH **MYSTERIES...**

...WITH THE SCREAM!

SCOTT LOBDELL	ROBERT WALKER	JIM SANDERS	MICHAEL HIGGINS	ARIANE	KELLY CORVESE	TOM DEFALCO
WRITER	PENCILER	INKER	LETTERER	COLORIST	EDITOR	CHIEF

*SEE LEAD STORY.--OF COURSE, KELLY.

BACK-UP SHOULD BE HERE ANY MOMENT!

WHY DON'T YOU TAKE THIS TIME TO EXPLAIN WHY YOU'RE STEALING STIFFS FROM THE MORGUE HERE AT VERTIGO BASE.

THESE "STIFFS" BELONG TO ME.

THEY ARE MY PARENTS--

--DAVID AND ELLEN PACE...

...AND I INTEND SEE THEY RECEIVE A PROPER BURIAL.

THOSE BODIES ARE CONTAMINATED, WOODGOD!

ZRT ZRT ZRT

SO THE ONLY WAY YOU'RE LEAVING THIS ROOM WITH A BODY BAG--

--IS IF YOU'RE INSIDE IT.

bmp

bmp

bmp

AGAIN THE SCREAM?!

IS THIS, THEN, ALL HUMANITY HAS TO OFFER ONE SUCH AS ME?

ARE EMOTIONS SUCH AS COMPASSION AND UNDER-STANDING ONLY TO BE THE PROVINCE OF THOSE LIVING BEINGS--

--WHICH FALL WITHIN THE NARROW DEFINITION OF "MANKIND?"

YOUR DICTIONARY--YOUR VOCABULARY--IT IS MORE ADVANCED THAN THE FILES ABOUT YOU WOULD LEAD ME TO BELIEVE.

INDEED. THERE IS MUCH ABOUT ME YOU DO NOT KNOW.

FOR IT IS HARD TO HEAR THE VOICE OF REASON OVER THE SOUND OF THE SCREAM.

TRY ME.

AS YOU MAY KNOW, DRS. DAVID AND ELLEN PACE WERE ENGAGED BY THE GOVERNMENT TO EMPLOY THEIR TALENTS IN *BIO-GENETICS*...

...TO CREATE A *TOXIC NERVE GAS* OF *INCALCULABLE* STRENGTH.

IT PAINED THEM TO *SACRIFICE* THEIR *NONVIOLENT IDEALS*--

--IN ORDER THAT THEY MIGHT USE THE *RESOURCES* AT THEIR *DISPOSAL*...

"...TO WORK ON THEIR *ULTIMATE GOAL* OF CREATING A NEW LIFE FORM THROUGH *GENE SPLICING*.

"THAT WAS *ME*.

"UNFORTUNATELY, AS IS THE *WAY* WITH MAN--

"--THE PEOPLE OF THE NEARBY TOWN OF *LIBERTY* SOUGHT TO DESTROY THAT WHICH THEY DID NOT *UNDERSTAND*.

"AS MY INTELLECT *INCREASED* WITH EACH PASSING MOMENT, THEY REALIZED THEY HAD *SUCCEEDED*.

"I CANNOT IMAGINE ANY PARENTS BEING *PROUDER* OF THEIR *NEWBORN SON*.

"IN THEIR *ZEAL*, THEY SHATTERED THE CANISTERS CONTAINING THE NERVE GAS--

"--WHICH PROVED ALL *TOO EFFECTIVE*.

"WITHIN A *FIFTEEN MILE RADIUS*, *NOTHING* LIVED.

"NOTHING... *SAVE I*.

*FOR THE FULL STORY OF WOODGOD'S ORIGIN, SEE *MARVEL PREMIERE #31*... ON SALE IN A "FIVE COMICS FOR A DOLLAR" BOX NEAR YOU. --KELLY.

"AFTER MY RECENT CONFLICT WITH YOUR *COMRADES*...

"--I WAS ABLE TO WORK IN *SOLITUDE*...

"WITHIN THE *SUB-LAB* HIDDEN IN THE BASEMENT.

"BECAUSE OF THE *ACCELERATED GROWTH* OF MY INTELLIGENCE, I WAS ABLE TO *COMPREHEND* ALL OF THEIR BREAKTHROUGHS IN GENE-SPLICING.

"I RETURNED TO THE RAVAGED FARMHOUSE OF MY PARENTS.

"AS IT WAS STILL UNDER *QUARANTINE* UNTIL THE *DISPERSION* OF THE *GAS*--

"I KNEW THEN IT WOULD FALL UPON *ME* TO CONTINUE THEIR LIFE'S WORK.

"BUT NOT UNTIL I *ENSURED* THEIR MEMORIES WOULD NOT BE SULLIED BY THE SAME TYPE OF PEOPLE THAT KILLED THEM.

"-- AS THE ONLY *LIVING MEMBER* OF THE PACE FAMILY, I *DEDICATED* MYSELF TO CARRYING ON THE *LEGACY* OF MY PARENTS.

"UPON *DESTROYING* THE LAB AND ALL THE NOTES WITHIN--

IT WAS THEIR DREAM TO CREATE A *NEW SPECIES* WHICH POSSESSED MAN'S INTELLECT--

--AND THE *ANIMAL KINGDOM'S* PROCLIVITY TOWARDS *PEACEFUL CO-EXISTENCE*.

A WORLD *FREE* OF THE SCREAM.

I INTEND TO *CREATE* THAT WORLD.

I INTEND TO CREATE... *UTOPIA*.

YOU HAVE BEEN THROUGH **SO MUCH** IN YOUR **SHORT LIFE**, WOODGOD...

...WHY **RISK** COMING HERE?

THE NEW WORLD I **SPOKE** OF--?

--IT IS MY WISH THAT MY **PARENTS** BE **BURIED** THERE.

I UNDERSTAND...

BUT I **CAN'T** ALLOW YOU TO **LEAVE!**

IF YOU TRY TO **ESCAPE**, I'LL BE **FORCED** TO **SHOOT!**

NO.

...OF A **WARM** PLACE IN A **COLD** WORLD.

I DON'T BELIEVE YOU WILL.

FOR I SEE NOW, UPON **LOOKING** INTO YOUR EYES--

THAT DAVID AND ELLEN WERE NOT THE **ONLY** EXAMPLES OF **CARING** AND **UNDERSTANDING**...

MAYBE I WILL RETURN ONE DAY, TO LEARN MAN HAS MORE TO **OFFER** THE WORLD--

--THAN THE SCREAM.

LET'S HOPE SO, WOOD-GOD.

LET US HOPE SO.

FOR MORE EXCITING ADVENTURES OF WOODGOD, SEE THE PAGES OF **SHIELD #37**... ON SALE NOW.

BIOGRAPHIES

CHRIS CLAREMONT

It is hard to remember a time when the word "mutant" didn't correspond with the largest and most ardently followed franchise in comics, but in the mid-'70s the X-Men were naught but a forgotten team of misfits. Chris Claremont and his collaborators took this moribund property and issue by issue transformed it into a phenomenon now known the world over.

Claremont began his career in comics in the early '70s pitching in on issues of *Avengers*, *Daredevil* and *Incredible Hulk*, while also delivering several text stories to Marvel's black-and-white magazines. His first regular writing gig was *War Is Hell*, a "weird war" title that came to a close just as his run on *X-Men* and *Iron Fist* began. *Iron Fist*, which rolled out of the pages of *Marvel Premiere*, was done in concert with artist John Byrne, forming a key partnership that would pay big dividends later. Other high-profile projects from Claremont's first full decade in comics included *Marvel Preview*'s Starlord, *Ms. Marvel*, *Marvel Team-Up* (again with Byrne) and *John Carter: Warlord of Mars*.

But it was in the pages of *X-Men* where Claremont would change comics history. In tandem with artists Dave Cockrum and John Byrne, Claremont helped build a cornerstone franchise for Marvel. After writer Len Wein launched the newly updated series in 1975 with *Giant-Size X-Men* #1, Claremont was tasked with guiding the new adventures of the mutant misfits, and he did so by crafting layered stories that balanced crisp dialogue with high-octane action. Claremont placed a premium on characterization, a lofty goal in a team book with many players, but he did so deftly enough to spin a wide-ranging tapestry of characters, each of whom became fan favorites.

Leading breathless fans down the path of classics including "The Dark Phoenix Saga," "Days of Future Past," and *God Loves, Man Kills*, he helped build such an intense loyalty that it only made sense to spin-off the X-Men's success into new books. The first such spin-off was *The New Mutants*. Later in the decade, Claremont launched *Excalibur* with Alan Davis and established a regular series for Wolverine with John Buscema.

In 1990, he launched a new sister title for the main team of mutants with Jim Lee; *X-Men* #1 premiered to numbers that made it the highest-selling comic ever. After a long break from the company, Claremont returned to Marvel in 2000, and over the next ten years wrote the novelization of Bryan Singer's X-Men film, took on the Fantastic Four, and charted the adventures of Marvel's mutants across a variety of titles. He was inducted into the Eisner Hall of Fame with its 2015 class.

JOHN BYRNE

With his naturalistic style captivating legions of fans, John Byrne became one of the most influential and popular comic artists of the '70s and '80s. Born in England but raised in Canada, with four years of art school training under his belt, Byrne headed straight for the comics business, getting his start with Charlton Comics.

He produced his first original creations, the robot Rog-2000—which appeared as a backup strip in *E-Man*—and *Doomsday +1* at Charlton. Though the art was rough compared to his later standards, it drew the attention of Marvel Comics, where he found work on *Champions*, *Iron Fist* and *Marvel Team-Up*. The relationship he established on these books with writer Chris Claremont led to his entry on a title that was rapidly ascending in importance at Marvel: the "All-New, All-Different" *X-Men*.

Taking the torch from Dave Cockrum, for the next five years Byrne penciled and co-plotted the adventures of Marvel's mutants. His fresh style translated perfectly to the new cast of characters, and together Byrne and Claremont built the X-Men into a keystone title at Marvel. However, just after the twin triumphs of "The Dark Phoenix Saga" and "Days of Future Past," Byrne left the book.

His next major achievement was a long run as writer/artist on *Fantastic Four* that restored the title to its imaginative best. His run hearkened back to the glory days of Lee and Kirby and is arguably the milestone achievement of his career. Other high points in his early '80s Marvel work included "War and Remembrance," a bracing set of Captain America stories with Roger Stern and *Alpha Flight*, a team of Canadian heroes written and drawn by Byrne.

Next, Byrne headed to DC Comics to revive the flagging Superman franchise with a reset of the Superman mythos that was enormously popular at the time and is still hailed as a masterpiece decades later. After two years helming Superman, Byrne returned to Marvel to work on a diverse set of books including the New Universe's *Star Brand*, the irreverent *Sensational She-Hulk* and the high-tech adventures of Iron Man. In the 1990s, Byrne launched his creator-owned series *Next Men*, scripted the first issues of Mike Mignola's *Hellboy* and delivered the goods for both Marvel and DC on numerous titles. Today, the implacable Byrne continues to write, draw and preside over a popular website. He was inducted into the Eisner Hall of Fame in 2015.

JEFF ACLIN

Jeff Aclin attended the High School of Music, Art and Design in New York, but his first job as a professional artist was illustrating "linking art" for the Marvel UK weekly comics that reprinted American fare but often needed new splash page art to introduce truncated stories. He also penciled many Marvel UK covers. Some of his pencils highlighted the weekly Marvel UK editions of *Planet of the Apes*, *The Titans*, and *The Mighty World of Marvel*. His first credited art in American comics was for DC's *Weird War Tales* #53 in May 1977. He also drew for the soapy DC romance title *Young Love*. For Marvel, he penciled a backup story starring the Master of Kung Fu character Midnight in *Iron Man Annual* #4, inked a pair of *Marvel Team-Up* stories drawn by Howard Chaykin, and drew the Captain Marvel cover to 1979's *Marvel Spotlight* #1. Aclin also ghosted John Romita's pencils on the Spider-Man comic strip.

HOWARD CHAYKIN

A comic art veteran since the early '70s, Howard Chaykin has throughout his career balanced traditional super-hero fare with innovative projects that have defined him as one of comics' edgiest creators.

Chaykin broke in with DC Comics, his first work a *Young Romance* short titled "Not Old Enough!", but beyond a couple of Batman stories in *Detective* and *Batman Family*, Chaykin's work with DC was limited. He first showed his independent streak writing and drawing the adventures of Cody Starbuck in Mike Friedrich's mid-'70s sci-fi zine *Star*Reach*. It was at Marvel that his career would flourish. With the introductions of Dominic Fortune in *Marvel Preview* and Monark Starstalker in *Marvel Premiere*, the young Chaykin showcased his handling of irreverent, swashbuckling heroes and his comfort with sci-fi settings. He made the perfect candidate to draw Marvel's adaptation of *Star Wars*. The first issue's launch in 1977 was a sensation and became one of Marvel's most reprinted comics. He drew the first 10 issues of the series, which adapted the original movie and then told original stories featuring Luke Skywalker and the rest of the cast of George Lucas' epic.

Jumping from the massive success of *Star Wars*, Chaykin began illustrating sci-fi book covers, contributing stories to magazines like *Heavy Metal*, and tending to his own creations with independent comic publishers. In 1983, Chaykin unveiled *American Flagg!* with First Comics, a revolutionary piece of work that Chaykin wrote, penciled, inked and melded all his pop culture passions—including a healthy dose of sexual content into a long-running series. Chaykin also updated *The Shadow* and *Blackhawk* for DC and upped the ante with the controversial "adults only" *Black Kiss* for Canadian indie Vortex.

Chaykin spent much of the '90s working in film and television, returning to comics for the 2001 Vertigo series *American Century* and graphic novel *Mighty Love*. Of late, Chaykin has contributed to *Hawkgirl* for DC and *Blade*, *Wolverine*, *Punisher War Journal* and *Supreme Power* for Marvel. His recent credits include a *Rawhide Kid* miniseries and *Avengers 1959*.

GARY FRIEDRICH

The early days of Gary Friedrich's life as a comics writer have a similar arc to that of teenage pal Roy Thomas. The pair befriended each other in their high school days and established a bond through their love of comics. After Thomas made the trip to New York City and started his comics career in earnest, he made it clear to his pal in Missouri that there might be a job in the field for him. Friedrich scored his first work from Dick Giordano, writing various Charlton comics including *Blue Beetle* stories drawn by none other than Steve Ditko.

At the same time, he picked up work at Marvel, his first effort being the Western *Ghost Rider* with Dick Ayers and Roy Thomas. Other contributions during this time included other Westerns like *Rawhide Kid* and *Two-Gun Kid*, as well as war titles like *Captain Savage* and *Sgt. Fury*, wherein he started a four-year run that saw him cautiously but profoundly merge a sense of social commentary and allegory into the long-running series. Beyond his work on these titles, Friedrich contributed to titles that were in transition between regular writers, including *X-Men*, *Incredible Hulk* and *Captain Marvel*.

The early '70s saw Friedrich helm Marvel's latest new war title, *Combat Kelly*, but his most significant contribution of the era was taking place in the pages of the showcase title *Marvel Spotlight*. Friedrich, along with Roy Thomas and artist Mike Ploog, introduced the flaming-skulled, chopper-riding Johnny Blaze. He wrote the first dozen stories featuring the iconic character and in the meantime wrote a faithful adaptation of Mary Shelley's classic novel in *Monster of Frankenstein*. These were to be his last major contributions to Marvel.

After a stint with the short-lived Atlas/Seaboard company in the mid-'70s and then a brief run writing *Captain Britain* stories for Marvel UK, Gary left the comics scene. He passed away in 2018 after a battle with Parkinson's disease.

KERRY GAMMILL

Kerry Gammill's childhood interest in comics was kindled by Silver Age Marvel and a love of classic monsters from magazines like *Creepy* and *Eerie*. Gammill's first professional work was September 1978's *Marvel Team-Up* #73. After text piece illustrations in *Savage Sword of Conan*, he got his first ongoing gig eighteen months later on *Power Man & Iron Fist*, which he penciled for nearly two years. When he returned to *Marvel Team-Up* it was as the book's regular artist, where he penciled the adventures of Spider-Man and characters like Beast, Captain America, Vision and the Human Torch. In the mid-'80s, Gammill drew *Star Wars*, *The Further Adventures of Indiana Jones*, and entries in *The Official Handbook of the Marvel Universe*. After drawing a 1986 *Wonder Man* one-shot, he dabbled in the X-Universe with the limited series *Fallen Angels* and an issue of *Uncanny X-Men*. By the end of the '80s, Gammill moved his talents to DC, where he drew *Superman* and *Action Comics*, both series scribed by Roger Stern. After a brief return to Marvel, where he drew the first two issues of *Deadly Foes of Spider-Man*, Gammill reduced his comics work to cover art as he established himself in advertising and as a conceptual and storyboard artist in movies and TV. In 2010, he returned to comics to indulge his love of monsters in *Bela Lugosi's Tales From the Grave* for his creator-owned Monsterverse imprint.

BOB HALL

Bob Hall has spent the entirety of his professional career balancing his twin passions of drawing and theater. A graduate of University of Nebraska-Lincoln, Hall arrived in New York City in the early '70s to pursue a career in theater. To augment his income, he took his art skills to comic books. He studied illustration under John Buscema, a tutelage which—combined with his theater-born joy of storytelling—helped set him on the path to working for Marvel. Hall's first gigs included penciling multiple issues of *The Champions* and *Super-Villain Team-Up* and annuals for *Fantastic Four* and *Thor*. He also served as an editor for a brief time, with Jack Kirby's *Devil Dinosaur* falling under his purview. In 1980, Hall's off-Broadway play, *The Passion of Dracula*, was adapted for Showtime's *Broadway on Showtime* cable television series. His art career took flight in the '80s, as Hall drew issues of *Amazing Spider-Man*, *Marvel*

Team-Up and *Spectacular Spider-Man*, but his most memorable credit came during a pair of stints drawing *Avengers*. Other high-profile credits in the decade came with the *West Coast Avengers* miniseries and Mark Gruenwald's *Squadron Supreme* epic. Hall would return to the Avengers with the now-classic *Marvel Graphic Novel #27: Emperor Doom*, written by David Michelinie. In the '90s, Hall went to Valiant, where he wrote and drew *Shadowman* and *Armed and Dangerous*. In addition to his comics work, Hall has acted in and directed Shakespeare productions across the decades, culminating in his founding of the Flatwater Shakespeare Company in Lincoln, Nebraska in 2001. He serves as the company's Artistic Director and in 2010 received the honor of Artist of the Year from the Nebraska Arts Council's Governor's Arts Awards.

BILL KUNKEL

Bill Kunkel racked up an array of occupations in the late '60s and early '70s—musician, pro wrestling journalist, and after meeting DC editor Denny O'Neil at a party, comic book writing. His scripts appeared in *Superman Family*, *Action Comics*, and *World's Finest*, the latter of which featured several Kunkel-scribed Vigilante stories. He also wrote horror stories, with a short story appearing in *The Unexpected* and a full-length story co-scripted with Roger McKenzie in the anthology *Doorway to Nightmare*. His output for Marvel included a *Marvel Team-Up* issue pairing Spider-Man with Wonder Man and an issue of *Doctor Strange* co-scripted with David Michelinie. While he was honing his comic book craft, he was envisioning a pursuit that would change an industry. In 1978 Kunkel collaborated with his friend and sci-fi fanzine publisher, Arnie Katz on "Arcade Alley," a column devoted to covering the nascent videogame industry in *Video* magazine. Buoyed by the respect they garnered from fans and industry professionals, Kunkel and Katz joined with Joyce Worley to launch *Electronic Games*, a magazine that capitalized on the success of the column. The popularity of their ventures in gaming journalism led to industry fame, a key role in the videogame world, and the creation of buzzwords like "screenshot" and "easter egg" that have entered the mainstream lexicon. The trio's efforts led them to not just write about games, but to design them: a short list includes *The Simpsons: Bart's Nightmare*, *Batman Returns* and many other movie-to-videogame projects. In the latter years of Kunkel's life, he wrote about pro wrestling for the *Pro Wrestling Daily* website and wrote his memoirs in *Confessions of the Game Doctor*. Kunkel passed away in 2011 at the age of 61.

RALPH MACCHIO

Comics seemed to surround Ralph Macchio's life: His uncle was DC art legend Wayne Boring; his Cresskill, New Jersey, hometown doubled as the fictional comic book home of Ant-Man and the Wasp; and one of his youthful pastimes was writing letters to his favorite comic books. However, after graduating with a degree in English Literature, Macchio seemed poised to work for Macray, his family's moving company. An encounter with writer Don McGregor at a comic book convention pulled Macchio into Marvel's orbit. Regular visits to the Marvel office ensued, which in turn led to writing assignments for Marvel's in-house fanzine *F.O.O.M.*, and, by 1976, a position as an assistant editor.

Macchio wrote several titles early in his career, most notably *Thor* and *Marvel Two-In-One*, which he co-scripted with Mark Gruenwald, the latter title including the classic "Project Pegasus" storyline. He also wrote a six-issue *Solomon Kane* limited series and teamed with artist George Pérez for the Black Widow "Web of Intrigue" arc in *Marvel Fanfare*. But unlike many writers who jumped from editorial to freelance writing careers, Macchio decided he preferred the camaraderie of the Bullpen and the creative possibilities of involvement in every aspect of a book's production.

Major highlights of his distinguished editorial career include *Daredevil*—particularly Frank Miller's "Born Again," *The Man Without Fear*, and *Elektra Lives Again*—Walter Simonson's *Thor*, Doug Moench and Bill Sienkiewicz's *Moon Knight*, righting the Spider-Man franchise from the destabilizing "Clone Saga," the launch of the Ultimate Universe, and adaptations of Stephen King's *The Dark Tower* and *The Stand*. Macchio is just as well known for fostering new editors and countless interns, including future editor-in-chief Bob Harras and fan favorite artist Joe Madureira. He also kept a spirit of fun alive and well in the Marvel Bullpen through years of practical jokes. Macchio retired from Marvel in 2011 with an editorial tenure second only to Stan Lee.

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger.

After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man*.

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe

head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

JIM MOONEY

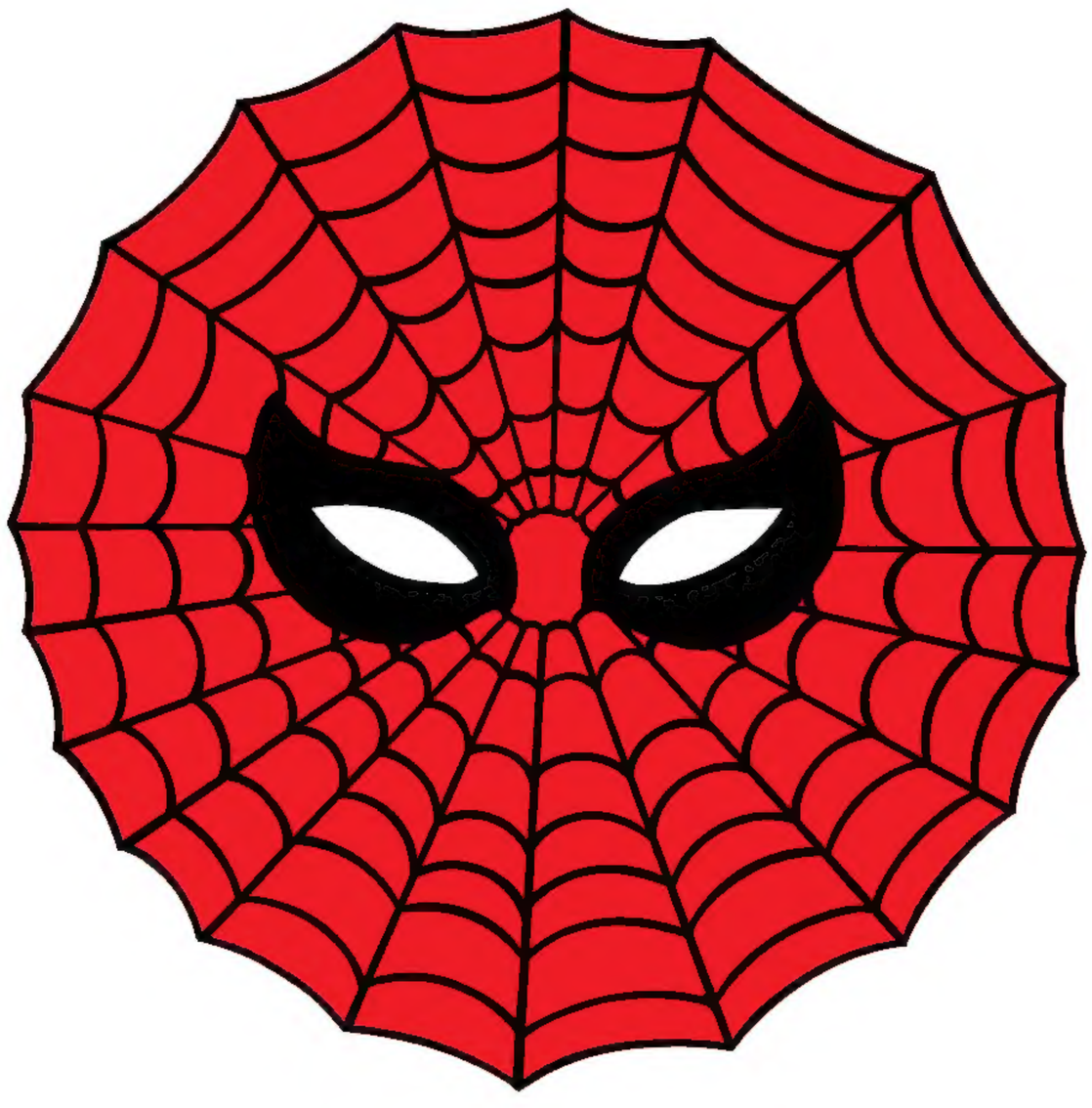
A prolific comics artist since the 1940s, Jim Mooney proved nimble enough at penciling and inking that he gained a reputation for both disciplines that kept him in constant employ for decades. Tabbed by his peers with the nickname "Gentleman" Jim for his positive and polite demeanor, he became an artist revered by fans of both DC and Marvel Comics.

Mooney broke into the business working under the tutelage of such luminaries as Will Eisner, Lou Fine and Nick Cardy. He would grow to find his artistic voice alongside peers like George Tuska and Ruben Moreira, freelancing for many of the era's most prominent publishers. As the decade progressed, his work at DC took prominence. Mooney was crafting stories of the Dynamic Duo in both *Batman* and *Detective Comics*, plus Robin stories in *Star-Spangled Comics*. He also drew many of the seminal adventures of Tommy Tomorrow in *Action Comics*. It was while drawing Supergirl in the pages of *Action Comics*, however, that Mooney crafted an enduring legacy with his clean, illustrative take on Superman's cousin.

Mooney worked at DC until 1968, when his bold, streamlined style was called upon to team with John Romita on *The Amazing Spider-Man*. It would be the beginning of a relationship with the web-slinger that would lead to almost two decades of memorable penciling and inking of the character, including *The Spectacular Spider-Man*, *Marvel Team-Up* and the flagship title. Mooney lent his hand to virtually every title Marvel produced in one way or another including noteworthy runs on *Ghost Rider*, *Man-Thing* and *Omega the Unknown*. In 2008, Mooney passed away at the age of 89 after an extended illness.

DAVE WENZEL

Dave Wenzel began his career in illustration drawing for an ad agency before he stepped into the comics industry. His first professional comics work was DC's *Kong the Untamed* #5, though most of his early efforts in comics were for Marvel. Among Wenzel's best-known work are the final phase of Jim Shooter's "The Korvac Saga" in *The Avengers*, a Spider-Man/Falcon team-up in *Marvel Team-Up* #71, and a long run drawing Solomon Kane in *Savage Sword of Conan*. In 1984, Wenzel's artistic energy shifted away from super heroes and into the realm of fantasy. Teamed with writer Steve Skeates, Wenzel depicted with adventures of Dwayne the Troll in fully painted artwork for *DC Graphic Novel* #2: Warlords. By 1989, his lifelong love of J.R.R. Tolkien's Middle-Earth led him to adapt *The Hobbit* with writer Chuck Dixon for Eclipse Books. For Dark Horse, Wenzel wrote and drew the *Aliens: Stalker* one-shot. He was nominated for an Eisner Award for his 1995 adaptation *Fairy Tales of the Brothers Grimm*. His love of fantasy illustration continued in a collaboration with Kurt Busiek on *The Wizard's Tale* graphic novel. In 2012, he revisited his highly successful graphic adaptation of *The Hobbit*, adding several new pages of artwork to its 13th printing. Today, Wenzel continues his successful career as a children's book illustrator, with over a dozen titles to his credit on topics as varied as early American history, dinosaurs, and Rudolph the Red-Nosed Reindeer.



Biographies researched and written by John Rhett Thomas

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee.

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-25
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-23
THE BLACK PANTHER VOLS. 1-3
BROTHER VOODOO VOL. 1
CAPTAIN AMERICA VOLS. 1-15
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-17
DAZZLER VOLS. 1-4
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-8
DOCTOR STRANGE VOLS. 1-10
THE FANTASTIC FOUR VOLS. 1-25
GHOST RIDER VOLS. 1-5
HOWARD THE DUCK VOLS. 1-2
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-17
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-16
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-3
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-7
MARVEL TWO-IN-ONE VOLS. 1-6
THE MIGHTY THOR VOLS. 1-22
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
OMEGA THE UNKNOWN VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-6
SPIDER-WOMAN VOLS. 1-3
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
THE TOMB OF DRACULA VOLS. 1-3
WARLOCK VOLS. 1-2
WEREWOLF BY NIGHT VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-15

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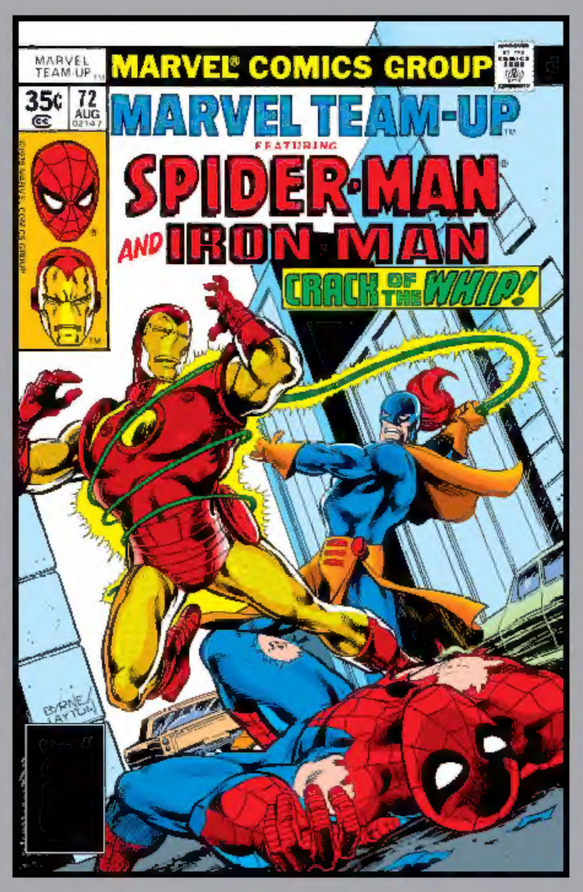
WHEN DIES A LEGEND!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